

**Hearing Date: To Be Determined**  
**Objection Deadline: To Be Determined**

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Capacity as Legal Representative for Future Asbestos  
Personal Injury Claimants

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	-X	
	)	
In re	)	Chapter 11
	)	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	)	Case No. 09-50026 (REG)
	)	
f/k/a General Motors Corp., <i>et al.</i>	)	
	)	
Debtors.	)	(Jointly Administered)
	-X	

**SECOND INTERIM APPLICATION OF ANALYSIS RESEARCH PLANNING  
CORPORATION AS ASBESTOS CLAIMS VALUATION CONSULTANT TO  
DEAN M. TRAFELET IN HIS CAPACITY AS LEGAL REPRESENTATIVE FOR  
FUTURE ASBESTOS PERSONAL INJURY CLAIMANTS FOR ALLOWANCE OF  
INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED  
FOR THE PERIOD FROM JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010**

**SUMMARY COVERSHEET TO THE SECOND INTERIM APPLICATION OF  
ANALYSIS RESEARCH PLANNING CORPORATION**

NAME OF APPLICANT: Analysis Research Planning Corp.

AUTHORIZED TO PROVIDE SERVICES TO: Dean M. Trafellet in his capacity as Legal Representative for Future Asbestos Personal Injury Claimants

DATE OF ENTRY OF ORDER OF APPOINTMENT: April 21, 2010

PERIOD FOR WHICH COMPENSATION AND REIMBURSEMENT IS SOUGHT: June 1, 2010 through September 30, 2010

TOTAL PROFESSIONAL FEES SOUGHT IN THIS APPLICATION: \$205,538.50

TOTAL EXPENSES SOUGHT IN THIS APPLICATION: \$857.22

TOTAL COMPENSATION SOUGHT IN THIS APPLICATION (FEES AND EXPENSES): \$206,385.72

TOTAL PROFESSIONAL HOURS: 1,245.30

BLENDED HOURLY RATE: \$165.05

INTERIM OR FINAL APPLICATION: This is Applicant's second interim application for compensation.

### SUMMARY OF PRIOR APPLICATIONS

Date Application Filed	Docket No.	Compensation Period	Fees Requested	Expenses Requested	Fees Allowed <sup>1</sup>	Expenses Allowed	Holdback (if any)
7/15/2010	6351	March 1, 2010 – May 30, 2010	\$16,034.50	\$0.00	\$16,034.50	\$0.00	\$1,603.45

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<sup>1</sup> A hearing on ARPC's First Interim Application was held on October 26, 2010. At that hearing, the Court approved ARPC's fee application subject to the 10% holdback on fees requested by the United States Trustee. Hr'g Tr. 93:7 – 94:11, October 26, 2010.

**SUMMARY OF HOURS BILLED BY PROFESSIONAL**

<b>Professional</b>	<b>Title</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Fees</b>
Florence, Tom	President	\$555.00	42.50	\$23,587.50
Brockman, Amy	Vice President	\$435.00	45.80	\$17,752.00
Brophy, John	Vice President	\$435.00	29.00	\$12,615.00
Wingo, Gary	Vice President	\$435.00	6.40	\$2,784.00
Raab, Timothy	Managing Director	\$275.00	31.10	\$8,552.50
Oh, Andrew	Director	\$250.00	13.00	\$3,250.00
Wagoner, Jason	Director	\$260.00	208.40	\$54,184.00
Backhaus, Roland	Consultant	\$85.00	75.80	\$6,443.00
Bixler, Devon	Consultant	\$150.00	2.70	\$405.00
Brands, Jonathan	Consultant	\$85.00	49.00	\$4,165.00
Burr, Aaron	Consultant	\$85.00	98.50	\$8,372.50
Case, Peter	Consultant	\$85.00	6.80	\$578.00
Cirenza, Frances	Consultant	\$85.00	59.00	\$5,015.00
Geraci, Ben	Consultant	\$85.00	112.60	\$9,571.00
Hester, Clay	Consultant	\$85.00	116.80	\$9,928.00
Kahn, Karl	Consultant	\$150.00	12.00	\$1,800.00
Kemper, Joseph	Consultant	\$85.00	4.50	\$382.50
Kreger, James	Consultant	\$150.00	54.30	\$8,145.00
Lubert, Ryan	Consultant	\$85.00	10.70	\$909.50

Melikian, Lia	Consultant	\$85.00	0.60	\$51.00
Molnar, Andras	Consultant	\$230.00	11.30	\$2,599.00
Puthottu, Rachna	Consultant	\$85.00	68.00	\$5,780.00
Rourke, Daniel	Consultant	\$300.00	13.10	\$3,930.00
Shiffman, Jeffrey	Consultant	\$85.00	8.00	\$680.00
Samuelson, Talia	Consultant	\$85.00	68.70	\$5,839.50
Wetherald, Sarah	Consultant	\$85.00	95.20	\$8,092.00
Yates, Chalisha	Consultant	\$85.00	1.50	\$127.50
<b>Grand Total:</b>			1,245.30	\$205,538.50
Blended Hourly Rate:				\$165.05

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**Exhibit A** Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals

**Exhibit B** Order Pursuant to Sections 105 and 1109 of the Bankruptcy Code Appointing Dean M. Trafelet as Legal Representative for Future Asbestos Personal Injury Claimants

**Exhibit C** Order Granting Application of Dean M. Trafelet as Legal Representative for Future Asbestos Personal Injury Claimants to Retain and Employ Analysis, Research & Planning Corporation as Asbestos Claims Valuation Consultant as of March 1, 2010

**Exhibit D** Summary of Professional Fees

**Exhibit E** Summary of Fees by Project Category

**Exhibit F** Expense Summary

**Exhibit G** Monthly Invoices

**Exhibit H** Certification of B. Thomas Florence in Support of Second Interim Application of Analysis Research Planning Corporation as Asbestos Claims Valuation Consultant to Dean M. Trafelet in his Capacity as Legal Representative for Future Asbestos Personal Injury Claimants for Allowance of Interim Compensation and Reimbursement of Expenses Incurred for the Period from June 1, 2010 through September 30, 2010

**SECOND INTERIM APPLICATION OF ANALYSIS RESEARCH PLANNING  
CORPORATION AS ASBESTOS CLAIMS VALUATION CONSULTANT TO  
DEAN M. TRAFELET IN HIS CAPACITY AS LEGAL REPRESENTATIVE FOR  
FUTURE ASBESTOS PERSONAL INJURY CLAIMANTS FOR ALLOWANCE OF  
INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED  
FOR THE PERIOD FROM JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010**

TO THE HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE:

Analysis Research Planning Corporation (“**ARPC**”), asbestos claims valuation consultant to Dean M. Trafellet in his capacity as the legal representative for future asbestos personal injury claimants (the “**Future Claimants’ Representative**”) in the chapter 11 case of Motors Liquidation Company (f/k/a General Motors Corp.) (“**MLC**” or the “**Debtor**”) submits this application (the “**Application**”) for the allowance of interim compensation and reimbursement of expenses for the period from June 1, 2010 through September 30, 2010 (the “**Second Interim Compensation Period**”), pursuant to 11 U.S.C. §§ 105, 330 and 331; Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”); Local Bankruptcy Rule 2016-1; and this Court’s *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* signed on August 7, 2009 (Docket No. 3711) (the “**Interim Compensation Order**”). In support hereof, ARPC respectfully shows this Court as follows:

**I.**  
**PRELIMINARY STATEMENT**

1. By this Application,<sup>2</sup> ARPC seeks approval of the sum of \$205,538.50 for services rendered during the Second Interim Compensation Period and \$857.22 for the

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<sup>2</sup> This Application has been prepared in accordance with the Interim Compensation Order, which is attached hereto as **Exhibit A**, the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (General Order M-389) dated

reimbursement of expenses incurred in connection with the rendition of such services, for a total interim award of \$206,395.72.

2. On July 15, 2010, ARPC filed the *First Interim Application of Analysis Research Planning Corporation as Asbestos Claims Valuation Consultant to Dean M. Trafellet in his Capacity as Legal Representative for Future Asbestos Personal Injury Claimants for Allowance of Interim Compensation and Reimbursement of Expenses Incurred for the Period from March 1, 2010 through May 31, 2010* (the “**First Interim Application**”) seeking allowance of \$16,034.50 in professional fees. A hearing on the First Interim Application was held on October 26, 2010.

3. Other than the payments made by the Debtors to ARPC for fees incurred during the prior interim fee period, and those payments if any, described below, which were made in accordance with this Court’s Interim Compensation Order, ARPC has not received payment of any compensation or reimbursement of expenses in this chapter 11 case. There is no agreement or understanding between ARPC and any other person for the sharing of compensation to be received for services rendered during the Debtors’ chapter 11 cases.

4. Pursuant to the terms of the Interim Compensation Order, ARPC, as indicated in the chart below, submitted four invoices for services rendered and reimbursement of expenses incurred during the Second Interim Compensation Period.

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November 25, 2009 (the “**Local Guidelines**”) and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, dated January 30, 1996 (the “**U.S. Trustee Guidelines**”).

Time Period Covered by Invoice	Fees Requested	Expenses Requested	Payment Received
June 2010	\$65,572.00	—	\$52,457.60
July 2010	\$21,939.00	—	\$17,551.20
August 2010	\$34,239.00	\$857.22	\$28,248.42
September 2010	\$83,788.50	—	—
Totals	<b>\$205,538.50</b>	<b>\$857.22</b>	<b>\$98,275.22</b>

5. ARPC has received no objections to its monthly invoices, and as of the date hereof, ARPC has received payments from the Debtors representing 80% of the fees and 100% of the expenses for services rendered and invoiced from June 1, 2010 through August 31, 2010. As of the date hereof, ARPC has not received any payments from the Debtors for fees and expenses related to services rendered during the period covered by its September 2010 invoice. Thus, as of November 4, 2010, \$98,257.22 in requested fees and expenses remain unpaid.

6. Through this Application, ARPC seeks approval of all monthly fees and expenses that have been paid to date, as well as authorization to receive (i) any unpaid monthly fees and expenses on account of the above monthly invoices, and (ii) the twenty percent (20%) of its fees previously held back from each of the invoices previously submitted in accordance with the Interim Compensation Order.

**II.**  
**JURISDICTION AND VENUE**

7. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334, and the District Court's *Standing Order of Referral of Bankruptcy Cases to Bankruptcy*

Judges dated July 10, 1984. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

**III.**  
**BACKGROUND**

8. On June 1, 2009 (the “**Petition Date**”), Motors Liquidation Company (f/k/a General Motors Corporation) and several of its affiliates (collectively, the “**Debtors**”) commenced this case under chapter 11 of the Bankruptcy Code.

9. On June 3, 2009, the United States Trustee appointed the Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”). (*See* Docket No. 356). Since that time the membership of the Creditors’ Committee has been reconstituted twice. *See First Amended Appointment of the Official Committee of Unsecured Creditors* (Docket No. 4552); *see also Second Amended Appointment of the Official Committee of Unsecured Creditors* (Docket No. 5201).

10. On December 23, 2009, the Court appointed Brady C. Williamson as the Fee Examiner, pursuant to the Stipulation and Order with Respect to Appointment of a Fee Examiner (Docket No. 4708).

11. On March 2, 2010, the United States Trustee appointed the Official Committee of Unsecured Creditors Holding Asbestos Related Claims of Motors Liquidation Company (the “**Asbestos Committee**”, and together with the Creditors’ Committee, the “**Committees**”) (Docket No. 5206).

12. On March 9, 2010, the Debtors filed their *Motion Pursuant to Sections 105 and 1109 of the Bankruptcy Code for an Order Appointing Dean M. Trafel as Legal Representative for Future Asbestos Personal Injury Claimants* (the “**Appointment Motion**”) (Docket No. 5214) asking this Court to appoint the Future Claimants’ Representative to represent and protect the

interests of holders of future asbestos personal injury claims against the Debtors (the “**Future Claimants**”). In the Appointment Motion, the Debtors’ stated that they intend to propose a plan of reorganization that will establish a trust to process and pay current and future asbestos personal injury claims against the Debtors. Pursuant to an order (the “**FCR Appointment Order**”), dated April 8, 2010, this Court approved Dean M. Trafelet’s appointment as the Future Claimants’ Representative (Docket No. 5459, attached hereto as **Exhibit B**).

13. On April 2, 2010, the Future Claimants’ Representative filed his *Application for Order Authorizing Legal Representative for Future Asbestos Claimants to Retain and Employ Analysis, Research & Planning Corporation as Asbestos Claims Valuation Consultant as of March 1, 2010* (Docket No. 5413).

14. By Order signed on April 21, 2010, this Court authorized the Future Claimants’ Representative to retain and employ ARPC as his asbestos claims valuation consultant effective as of March 1, 2010. A true and correct copy of the *Order Granting Application of Dean M. Trafelet as Legal Representative for Future Asbestos Personal Injury Claimants to Retain and Employ Analysis, Research & Planning Corporation as Asbestos Claims Valuation Consultant as of March 1, 2010* (the “**Retention Order**”) (Docket No. 5533) is attached hereto as **Exhibit C**.

15. Pursuant to the terms of the Retention Order, ARPC is authorized to seek compensation and reimbursement in accordance with the Interim Compensation Order under Sections 330 and 331 of the Bankruptcy Code.

**IV.**  
**STATUTORY BASIS FOR COMPENSATION**

16. The statutory predicates for the award of fees and expenses under the Application are Sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016.

Pursuant to Sections 330 and 331 of the Bankruptcy Code, ARPC seeks compensation for actual and necessary professional services rendered and for reimbursement of expenses incurred during the Second Interim Compensation Period.

17. Section 331 of the Bankruptcy Code provides as follows:

A trustee, examiner, a debtor's attorney, or any other professional person employed under section 327 or 1103 of [the Bankruptcy Code] may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of [the Bankruptcy Code]. After notice and a hearing, the court may allow and disburse to such applicant such compensation or reimbursement.

11 U.S.C. § 331.

18. Section 330 of the Bankruptcy Code authorizes the bankruptcy court to award an applicant, as counsel for a debtor, creditors' committee or other professional employed pursuant to 11 U.S.C. § 327, reasonable compensation for its services and reimbursement of expenses.

Specifically, Section 330 of the Bankruptcy Code states, in relevant part, as follows:

(a)(1) After notice to the parties in interest and the United States Trustee and a hearing, and subject to sections 326, 328, and 329, the court may award to a trustee, ... or a professional person employed under section 327 or 1103—

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1).

19. Section 330(a)(3) provides that in determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent and value of the services rendered to the estate, taking into account all relevant factors including

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [the Bankruptcy Code];
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under [the Bankruptcy Code].

11 U.S.C. § 330(a)(3)(A)-(F).

20. ARPC's request for compensation for professional services and reimbursement for expenses incurred on behalf of the Future Claimants' Representative and his constituents is reasonable.

21. ARPC agreed to provide asbestos claims valuation services to the Future Claimants' Representative at hourly rates for its professionals on the same basis and factors as are normally considered in determining fees. The rates charged are the normal hourly rates charged by ARPC for work performed in similar matters for clients for this consulting firm. ARPC represents and would demonstrate that its hourly rates for services performed in these proceedings are competitive and customary for the degree of skill and expertise required in the

performance of similar services rendered by other professionals serving in a similar capacity. As required by the Local Guidelines and the U.S. Trustee Guidelines, the cover page of this Application includes a summary schedule of the hours expended by all ARPC professionals who rendered services to the Future Claimants' Representative during the Second Interim Compensation Period, showing their hourly billing rates and the total hours expended by each during the Second Interim Compensation Period.

22. All professionals rendering services in this case have made a deliberate effort to avoid any unnecessary duplication of work and time expended. ARPC represents that all services for which allowance of compensation is requested were performed on behalf of the Future Claimants' Representative and his constituents, and not on behalf of any committee, creditor or any other person. Furthermore, ARPC respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary for and beneficial to the protection of the interests of the Future Claimants' Representative and his constituents. The services performed by ARPC were performed economically, effectively and efficiently, and the results obtained have benefited not only the Future Claimants, but also the Debtors, the Debtors' estate and other parties in interest. Accordingly, the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Future Claimants and the Debtors' estate.

23. For the Court's review, a summary containing the name of each professional providing services during the Second Interim Compensation Period, including the professional's standard hourly billing rate, the time expended, and the total value of services rendered during the Second Interim Compensation Period is attached hereto as **Exhibit D**.

24. A summary of the time expended by ARPC and the total value of professional services rendered identified by project task category is attached hereto as **Exhibit E**.

25. Attached hereto as **Exhibit F** is a summary of the expenses incurred by ARPC during the Second Interim Compensation Period.

26. Attached hereto as **Exhibit G** are ARPC's monthly invoices which contain descriptions of the services rendered by ARPC on a daily basis.

**V.**  
**SUMMARY OF SERVICES RENDERED**

27. With respect to the time and labor expended by ARPC in this case during the Second Interim Compensation Period, as set forth in **Exhibits D and E**, ARPC rendered professional services in the amount of \$205,538.50. ARPC believes that it is appropriate for it to be compensated for the time spent in connection with these matters, and sets forth a brief narrative description of the services rendered for or on behalf of the Future Claimants' Representative and his constituents, and the time expended, organized by project task categories, as follows:

**A. ASBESTOS CLAIMS VALUATION (C-02)**

28. During the Second Interim Compensation Period, ARPC continued to work with the Future Claimants' Representative and his other professionals to identify the information needed to identify, estimate, classify and value the asbestos-related liabilities of the Debtors. ARPC also worked with the Debtors, the Committees, and their respective professionals to analyze and resolve various issues relating to access to the Debtors' historical and current asbestos-related claims information, as well as various financial information pertinent to the Debtors' asbestos-related liabilities. ARPC assisted the Future Claimants' Representative and his counsel in the negotiation of various issues related to discovery sought by the Future

Claimants' Representative, the Debtors and the Committees, including the negotiation of various confidentiality agreements and protocols for protecting the confidential information belonging to and the privacy of individual asbestos claimants. As additional information was made available by the Debtors, ARPC continued its review and analysis of the Debtors' asbestos-related liabilities. These activities allowed ARPC to assist the Future Claimants' Representative in his investigation into the Debtors' asbestos-related liabilities and will assist ARPC in the analysis and estimation of the claims in connection with the Debtors' plan of reorganization.

29. ARPC seeks compensation for 1,245.30 hours of reasonable and necessary professional fees incurred in the category of Asbestos Claims Valuation during the Second Interim Compensation Period in the total amount of \$205,538.50.

**VI.**  
**DISBURSEMENTS**

30. ARPC incurred out-of-pocket expenses in the amount of \$857.22 in connection with the services rendered during the Second Interim Compensation Period. A summary of the expenses incurred by ARPC during the Second Interim Compensation Period is set forth in **Exhibit F.**

31. These expenses are actual, necessary, out-of-pocket expenses which are not properly included in overhead, and arise exclusively from and are traceable to the services rendered by the Future Claimants' Representative in connection with these chapter 11 cases and were incurred for the benefit of the Future Claimants and are therefore, reimbursable by the estates. No allowable disbursement is treated as a "profit center" involving a markup over actual cost.

**VII.**  
**CONCLUSION**

32. The professional services summarized by this Application and rendered by ARPC were substantial and beneficial to the interests of the Future Claimants' Representative and his constituents.

33. The amounts sought by ARPC consist only of the actual and reasonable billable time expended by it and the actual and necessary expenses incurred by ARPC during the Second Interim Compensation Period.

34. The reasonable value of the professional services rendered by ARPC during the Second Interim Compensation Period is \$205,538.50 and the reasonable and necessary out-of-pocket expenses incurred by ARPC are \$857.22, for total allowable fees and expenses of \$206,395.72.

35. ARPC believes that the instant application and the description of services set forth herein of work performed are in compliance with the requirements of Local Bankruptcy Rule 2016-1, the Bankruptcy Code, the Local Guidelines and the U.S. Trustee Guidelines. As required by the Local Guidelines a true and correct copy of the Certification of B. Thomas Florence is attached hereto as **Exhibit H.**

*[remainder of page intentionally left blank]*

36. **WHEREFORE**, ARPC respectfully requests the entry of an order (a) awarding ARPC allowance of compensation for professional services in the amount of \$205,538.50 and reimbursement of expenses in the amount of \$857.22 for total compensation of \$206,395.72 during the Second Interim Compensation Period, (b) directing payment of the foregoing amounts to the extent that such amounts have not already been paid by the Debtors, and the 20% of professional fees that has been held back from each monthly invoice, and (c) granting ARPC such other and further relief as may be appropriate.

Dated: November 15, 2010  
Washington, D.C.

Respectfully submitted,

**ANALYSIS RESEARCH PLANNING  
CORPORATION**

By: /s/ *B. Thomas Florence*  
B. Thomas Florence

1220 19th Street, NW, Suite 700  
Washington, D.C. 20036

**Asbestos Claims Valuation Consultant to  
Dean M. Trafellet in his capacity as Legal  
Representative for Future Asbestos Personal Injury  
Claimants**

## **EXHIBIT A**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	<b>Chapter 11 Case No.</b>
	:	
<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	:	<b>09-50026 (REG)</b>
<b>f/k/a General Motors Corp., et al.</b>	:	
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
	x	

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING  
PROCEDURES FOR INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

Upon the Motion, dated July 21, 2009 (the “**Motion**”),<sup>1</sup> of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105(a) and 331 of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the **Bankruptcy Rules**”), for entry of an order authorizing the establishment of certain procedures for interim compensation and reimbursement of professionals, all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and upon the objection of the St. Regis Mohawk Tribe (the “**Tribe Objection**”) and the State of New York on behalf of the New York State Department of Environmental Conservation (the “**State Objection**,” and together with the Tribe Objection, the “**Objections**”) to the Motion; and upon the reply (the “**Reply**”) of Debtors to the Objections; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the record of the Hearing, and all of the proceedings had before the Court;

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, for the reasons set forth on the record of the Hearing, the Motion is granted as provided herein; and it is further

ORDERED that the Objections are hereby overruled in their entirety; provided, however, that the Debtors shall provide the St. Regis Mohawk Tribe (the “**Tribe**”) and the New York State Department of Environmental Conservation (the “**NYSDEC**”) with the Monthly Letter (as defined below); and it is further

ORDERED that except as may otherwise be provided in Court orders authorizing the retention of specific professionals, all professionals in this case may seek interim compensation in accordance with the following procedure:

- (a) Except as provided in paragraph (b) below, on or before the **30th day** of each month following the month for which compensation is sought, each professional seeking compensation will serve a monthly statement (the “**Monthly Statement**”), by hand or overnight delivery, on (i) the Debtors, Motors Liquidation Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Ted Stenger); (ii) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. and Joseph Smolinsky, Esq.); (iii) the attorneys for the Creditors’ Committee, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq. and Robert Schmidt, Esq.); and (iv) the Office of the United States Trustee, 33 Whitehall Street, 22nd Floor, New York, New York 10004 (Attn: Diana G. Adams, Esq.) (collectively, the “**Notice Parties**”).
- (b) Each professional shall serve the Monthly Statement for the month of June 2009 on or before August 14, 2009.
- (c) The Monthly Statement shall not be filed with the Court and a courtesy copy need not be delivered to Chambers because this Motion is not intended to alter the fee application requirements outlined in sections 330

and 331 of the Bankruptcy Code. Professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules for the Southern District of New York.

- (d) Each Monthly Statement must contain a list of the individuals and their respective titles (e.g., attorney, paralegal, etc.) who provided services during the period covered by the Monthly Statement, their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred (no professional should seek reimbursement of an expense that would otherwise not be allowed pursuant to the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 dated January 30, 1996), and contemporaneously maintained time entries for each individual in increments of **tenths (1/10) of an hour** or as close thereto as practicable.<sup>2</sup>
- (e) Except as provided for in paragraph (f) below, each Notice Party shall have at least **15 days** after receipt of a Monthly Statement to review it and, if such party has an objection to the compensation or reimbursement sought in a particular Monthly Statement (an “**Objection**”), such party shall, by no later than the **45th day** following the month for which compensation is sought (the “**Objection Deadline**”), serve upon the professional whose Monthly Statement is objected to, and the other persons designated to receive statements in paragraph (a) above, a written “Notice of Objection to Fee Statement,” setting forth the nature of the Objection and the amount of fees or expenses at issue.
- (f) Each Notice Party shall have at least **15 days** after receipt of the Monthly Statement for June 2009 to review it and, if such party has an Objection, such party shall, by no later than the **60th day** following the end of the month of June 2009, serve upon the professional whose Monthly Statement is objected to, and the other persons designated to receive statements in paragraph (a) above, a written “Notice of Objection to Fee Statement,” setting forth the nature of the Objection and the amount of fees or expenses at issue.
- (g) At the expiration of the Objection Deadline, the Debtors shall promptly pay **80%** of the fees and **100%** of the expenses identified in each Monthly Statement to which no Objection has been served in accordance with paragraphs (e) and (f) above.

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<sup>2</sup> The Debtors may seek to modify this requirement in the retention application of certain professionals.

- (h) If the Debtors receive an Objection to a particular Monthly Statement, they shall withhold payment of that portion of the Monthly Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (g) above.
- (i) If an Objection is resolved and if the party whose Monthly Statement was the subject of the Objection serves on all Notice Parties a statement indicating that the Objection has been withdrawn and describing in detail the terms of the resolution, then the Debtors shall promptly pay, in accordance with paragraph (g) above, that portion of the Monthly Statement that was withheld is no longer subject to the Objection.
- (j) All Objections that are not resolved by the parties shall be preserved and presented to the Court at the next interim or final fee application hearing to be heard by the Court in accordance with paragraph (l) below.
- (k) The service of an Objection in accordance with paragraph (f) above shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground, whether raised in the Objection or not. Furthermore, the decision by any party not to object to a Monthly Statement shall not be a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code.
- (l) Commencing with the period ending September 30, 2009, and at four-month intervals thereafter (the "**Interim Fee Period**"), each of the retained professionals as set forth in paragraphs 3 and 4 herein (the "**Retained Professionals**") shall file with the Court an application (an "**Interim Fee Application**") for interim Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be) of the compensation and reimbursement of expenses requested in the Monthly Statements served during such Interim Fee Period. Each Retained Professional shall file its Interim Fee Application no later than **45 days** after the end of the Interim Fee Period.
- (m) The Debtors' attorneys shall obtain a date from the Court for the hearing to consider Interim Fee Applications for all Retained Professionals (the "**Interim Fee Hearing**"). At least **30 days** prior to the Interim Fee Hearing, the Debtors' attorneys shall file a notice with the Court, with service upon the U.S. Trustee and all Retained Professionals, setting forth the time, date, and location of the Interim Fee Hearing, the period covered by the Interim Fee Applications, and the Objection Deadline. Any Retained Professional unable to file its own Interim Fee Application with the Court shall deliver to the Debtors' attorneys a fully executed copy with original signatures, along with service copies, three business days before the filing deadline. The Debtors' attorneys shall file and serve such Interim Fee Application.

- (n) Any Retained Professional who fails to timely file an Interim Fee Application seeking approval of compensation and expenses previously paid pursuant to a Monthly Statement shall be ineligible to receive further monthly payments of fees or reimbursement of expenses as provided herein until such Interim Fee Application is filed.
- (o) The pendency of an Interim Fee Application or a Court order that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Statement shall not disqualify a Retained Professional from the future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by the Court.
- (p) Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on this Court's interim or final allowance of compensation and reimbursement of expenses of any Retained Professionals.
- (q) The attorneys for the Creditors' Committee may, in accordance with the foregoing procedure for monthly compensation and reimbursement of professionals, collect and submit statements of expenses, with supporting vouchers, from members of the Creditors' Committee; *provided, however,* that these reimbursement requests must comply with this Court's Administrative Orders dated June 24, 1991 and April 21, 1995; and it is further
- (r) On or before the **30th day** of each month following the month for which compensation is sought, the Debtors will transmit a letter (the "**Monthly Letter**") to (i) the attorneys for the Tribe, McNamee, Lochner, Titus & Williams, P.C., 677 Broadway, Albany, New York 12207 (Attn: John J. Privitera Esq. and Jacob F. Lamme, Esq.) and (ii) the attorneys for the State of New York on behalf of the NYSDEC, New York State Department of Law Environmental Protection Bureau, The Capitol, Albany, New York 12224 (Attn: Maureen F. Leary, Assistant Attorney General) setting forth the aggregate fees and aggregate expenses for the period covered by the Monthly Letter for all retained professionals submitting Monthly Fee Statements. The Tribe and NYSDEC shall have no right to object to or otherwise challenge the Monthly Statements. The Monthly Letter is being provided for informational purposes only.

ORDERED that the Debtors shall include all payments to Retained Professionals on their monthly operating reports, detailed so as to state the amount paid to each Retained Professional; provided however, that amounts paid to Ordinary Course Professionals may be stated in the aggregate on any monthly operating reports; and it is further

ORDERED that all time periods set forth in this Order shall be calculated in accordance with Rule 9006(a) of the Federal Rules of Bankruptcy Procedure; and it is further ORDERED that any and all other and further notice of the relief requested in the Motion shall be, and hereby is, dispensed with and waived; provided, however, that the Debtors shall serve a copy of this Order on each of the Retained Professionals; and it is further ORDERED that notice of hearings to consider Interim Fee Applications and final fee applications shall be limited to the Notice Parties and any party who files a notice of appearance and requests notice in these chapter 11 cases; and it is further ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York

August 7, 2009

*s/ Robert E. Gerber*  
United States Bankruptcy Judge

## **EXHIBIT B**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----x-----  
In re : Chapter 11 Case No.  
: :  
MOTORS LIQUIDATION COMPANY, *et al.* : 09-50026 (REG)  
f/k/a General Motors Corp., *et al.* :  
: :  
Debtors. : (Jointly Administered)  
: :  
-----x-----

**ORDER PURSUANT TO SECTIONS 105 AND 1109 OF THE  
BANKRUPTCY CODE APPOINTING DEAN M. TRAFELET AS LEGAL  
REPRESENTATIVE FOR FUTURE ASBESTOS PERSONAL INJURY CLAIMANTS**

Upon the Motion, dated March 8, 2010 (the “**Motion**”),<sup>1</sup> of Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105 and 1109 of title 11, United States Code (the “**Bankruptcy Code**”), for an Order appointing Dean M. Trafel as Legal Representative for “Future Claimants” (as hereinafter defined), all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be given; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that Dean M. Trafel is hereby appointed as the legal representative (the “**Future Claimants’ Representative**”) of individuals who were exposed to asbestos or

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

asbestos-containing products that were manufactured, sold, supplied, produced, distributed, released, or marketed by any of the Debtors but who, prior to confirmation of a chapter 11 plan for MLC, have not manifested symptoms of asbestos-related diseases resulting from such exposure, whether such individuals are determined to have “claims” under section 101(5) of the Bankruptcy Code or “demands” within the meaning of section 524(g)(5) of the Bankruptcy Code (the “**Future Claimants**”); and it is further

ORDERED that the Future Claimants’ Representative shall have standing under section 1109(b) of the Bankruptcy Code to be heard as a party in interest in all matters relating to the Debtors’ chapter 11 cases, as appropriate, and the Future Claimants’ Representative shall have such powers and duties of a committee as set forth in section 1103 of the Bankruptcy Code as are appropriate for a Future Claimants’ Representative; and it is further

ORDERED that the Future Claimants’ Representative shall be compensated, at the rate of \$785 per hour and shall be entitled to reimbursement of reasonable and necessary expenses, in accordance with the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “**Interim Compensation Order**”), entered by this Court on August 7, 2009 [Docket No. 3711], or such other orders as may be entered by the Court with respect compensation of professionals in these cases; and it is further

ORDERED that the Future Claimants’ Representative may employ attorneys and other professionals consistent with sections 105 and 327 of the Bankruptcy Code, subject to prior approval of this Court, and such professionals shall be subject to the terms of the Interim Compensation Order; and it is further

ORDERED that the Future Claimants’ Representative shall not be liable for any

damages, or have any obligations other than as prescribed by orders of this Court; *provided, however,* that the Future Claimants' Representative may be liable for damages caused by his willful misconduct or gross negligence. The Future Claimants' Representative shall not be liable to any person as a result of any action or omission taken or made by the Future Claimants' Representative in good faith. The Debtors shall indemnify, defend, and hold the Future Claimants' Representative harmless from any claims by any party against the Future Claimants' Representative arising out of or relating to the performance of his duties as Future Claimants' Representative; *provided, however,* that the Future Claimants' Representative shall not have such indemnification rights if a court of competent jurisdiction determines pursuant to a final and non-appealable order that the Future Claimants' Representative is liable upon such claim as a result of willful misconduct or gross negligence. If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in MLC's chapter 11 case (that order having become a final order and no longer subject to appeal), and (ii) the entry of an order closing MLC's chapter 11 case, the Future Claimants' Representative believes that he is entitled to payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution, and/or reimbursement obligations under this Order, including, without limitation, the advancement of defense costs, the Future Claimants' Representatives must file an application therefor in this Court and the Debtors may not pay any such amounts to the Future Claimants' Representative before the entry of an order by this Court approving the payment. The preceding sentence is intended to specify the period of time under which this Court shall have the jurisdiction over any request for fees and expenses by the Future Claimants' Representative for indemnification, contribution, or reimbursement and is not a limitation on the duration of the Debtors' obligation to indemnify the Future Claimants' Representative to the extent provided herein. In the event that a cause of

action is asserted against the Future Claimants' Representative arising out of or relating to the performance of his duties as Future Claimants' Representative, the Future Claimants' Representative shall have the right to choose his own counsel; and it is further

ORDERED that the Future Claimants' Representative and its counsel shall be entitled to receive all notices and pleadings which are served upon the Unsecured Creditors' Committee pursuant to any and all orders entered in these chapter 11 cases, including, without limitation, the Interim Compensation Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: April 8, 2010  
New York, New York

s/ Robert E. Gerber  
UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT C**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X

In re	)	Chapter 11
MOTORS LIQUIDATION COMPANY, <i>et al.</i>	)	Case No. 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i> )	)	
	)	
Debtors.	)	(Jointly Administered)

-----X

**ORDER GRANTING APPLICATION OF DEAN M. TRAFELET AS LEGAL  
REPRESENTATIVE FOR FUTURE ASBESTOS PERSONAL INJURY CLAIMANTS TO  
RETAIN AND EMPLOY ANALYSIS, RESEARCH & PLANNING CORPORATION  
AS ASBESTOS CLAIMS VALUATION CONSULTANT AS OF MARCH 1, 2010**

Upon the Application, dated April 2, 2010 (the “**Application**”),<sup>1</sup> of Dean M. Trafellet as legal representative for future asbestos personal injury claimants (the “**Future Claimants’ Representative**”), pursuant to sections 105(a), 327(a) and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order authorizing the employment of Analysis, Research & Planning Corporation (“ARPC”) as Asbestos Claims Valuation Consultant for the Future Claimants’ Representative, effective as March 1, 2010; and upon the Declaration of B. Thomas Florence, President and a Principal of ARPC, attached to the Application as Exhibit B (the “**Florence Declaration**”); and the Court being satisfied, based upon the representations made in the Application and the Florence Declaration, that ARPC is “disinterested” as such term is defined in Section 101(14) of the Bankruptcy Code and that ARPC represents no interest adverse to the Debtors’ estates with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

Application and the relief requested therein in accordance with 28 U.S.C §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore; it is

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Future Claimants' Representative is authorized to employ and retain ARPC as his asbestos claims valuation consultant in this chapter 11 case in accordance with ARPC's normal hourly rates and disbursement policies, all as contemplated by the Application, effective as of March 1, 2010 is approved; and it is further

ORDERED that ARPC shall be compensated in accordance with the standards and procedures set forth in Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, and the Order Pursuant to Section 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered by this Court on August 7, 2009, or such other orders as may be entered by the Court with respect to compensation of professionals in these cases; and it is further

ORDERED that notice of this Application as provided herein and therein shall be deemed good and sufficient notice of the Application; and it is further ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York

April 21, 2010

s/ Robert E. Gerber  
ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT D**

**SUMMARY OF HOURS BILLED BY ARPC**  
**FOR THE PERIOD FROM**  
**JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010**

<b>Professional</b>	<b>Title</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Fees</b>
Florence, Tom	President	\$555.00	42.50	\$23,587.50
Brockman, Amy	Vice President	\$435.00	45.80	\$17,752.00
Brophy, John	Vice President	\$435.00	29.00	\$12,615.00
Wingo, Gary	Vice President	\$435.00	6.40	\$2,784.00
Raab, Timothy	Managing Director	\$275.00	31.10	\$8,552.50
Oh, Andrew	Director	\$250.00	13.00	\$3,250.00
Wagoner, Jason	Director	\$260.00	208.40	\$54,184.00
Backhaus, Roland	Consultant	\$85.00	75.80	\$6,443.00
Bixler, Devon	Consultant	\$150.00	2.70	\$405.00
Brands, Jonathan	Consultant	\$85.00	49.00	\$4,165.00
Burr, Aaron	Consultant	\$85.00	98.50	\$8,372.50
Case, Peter	Consultant	\$85.00	6.80	\$578.00
Cirenza, Frances	Consultant	\$85.00	59.00	\$5,015.00
Geraci, Ben	Consultant	\$85.00	112.60	\$9,571.00
Hester, Clay	Consultant	\$85.00	116.80	\$9,928.00
Kahn, Karl	Consultant	\$150.00	12.00	\$1,800.00
Kemper, Joseph	Consultant	\$85.00	4.50	\$382.50
Kreger, James	Consultant	\$150.00	54.30	\$8,145.00
Lubert, Ryan	Consultant	\$85.00	10.70	\$909.50

Melikian, Lia	Consultant	\$85.00	0.60	\$51.00
Molnar, Andras	Consultant	\$230.00	11.30	\$2,599.00
Puthottu, Rachna	Consultant	\$85.00	68.00	\$5,780.00
Rourke, Daniel	Consultant	\$300.00	13.10	\$3,930.00
Shiffman, Jeffrey	Consultant	\$85.00	8.00	\$680.00
Samuelson, Talia	Consultant	\$85.00	68.70	\$5,839.50
Wetherald, Sarah	Consultant	\$85.00	95.20	\$8,092.00
Yates, Chalisha	Consultant	\$85.00	1.50	\$127.50
<b>Grand Total:</b>			1,245.30	\$205,538.50
Blended Hourly Rate:				\$165.05

**EXHIBIT E**

**COMPENSATION BY PROJECT CATEGORY**  
**FOR THE PERIOD FROM**  
**JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010**

	<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
1	Asbestos Issues	—	—
2	Asbestos Claims Valuation	1,245.30	\$205,538.50
3	Asset Analysis and Recovery	—	—
4	Asset Disposition	—	—
5	Business Operations	—	—
6	Case Administration	—	—
7	Claims Administration and Objections	—	—
8	Employee Benefits/Pensions	—	—
9	Executory Contracts/Unexpired Leases	—	—
10	Fee/Employment Applications	—	—
11	Fee/Employment Objections	—	—
12	Financing/Cash Collateral	—	—
13	Hearings	—	—
14	Litigation	—	—
15	Nonworking Travel	—	—
16	Meetings of Creditors	—	—
17	Plan and Disclosure Statement	—	—
18	Relief from Stay Proceedings	—	—
	<b>TOTAL</b>	1,245.30	\$205,538.50

**EXHIBIT F**

**EXPENSE SUMMARY  
FOR THE PERIOD FROM  
JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010**

<b>EXPENSE CATEGORY</b>	<b>TOTAL EXPENSES</b>
<b>Photocopying</b>	
a. Internal Photocopying	—
b. External Photocopying	—
<b>Telecommunications</b>	
a. Toll Charges	—
b. Facsimile	—
<b>Courier and Freight</b>	—
<b>Printing</b>	—
<b>Court Reporter and Transcripts</b>	—
<b>Messenger Service</b>	—
<b>Computerized Research</b>	\$857.22
<b>Out of Town Travel Expenses</b>	
a. Airfare	—
b. Hotel	—
c. Meals	—
d. Cabs/Parking	—
e. Mileage	—
f. Rental Car	—
<b>Word Processing, Secretarial and other Staff Services</b>	—
<b>Overtime Expenses</b>	
a. Non-Professional	—
b. Professional	—
<b>Local Meals</b>	—
<b>Local Transportation</b>	—
<b>Court Call / Telephonic Hearing Costs</b>	—
<b>Filing Fees</b>	—
<b>Total</b>	<b>\$857.22</b>

## **EXHIBIT G**



1220 19th Street, NW, Suite 700  
Washington, DC 20036

Invoice to:
<b>Dean Trafellet</b> <b>General Motors (GM)</b> 50 W. Schiller St. Chicago, IL 60610

Invoice #	Date	Amount Due
17431	7/23/2010	<b>\$65,572.00</b>

For professional services rendered by Analysis.Research.Planning Corp. (ARPC) during the period June 2010.

Item	Description	Amount
<b>Claims Analysis</b>		
Compile database(s)		\$2,210.00
Prepare and edit database(s)		\$6,890.00
Historical data analysis		\$4,238.00
		<b>\$13,338.00</b>
<b>Claim Forecast(s)</b>		
Compile database		\$5,093.50
Data analysis - model building		\$18,666.50
		<b>\$23,760.00</b>
<b>Review Case Documents and Materials</b>		
Document review and comment		\$21,432.00
		<b>\$21,432.00</b>
<b>Prepare/Attend Calls/Meetings</b>		
Counsel/client meetings/calls		\$2,551.50
Opposing parties meetings/calls		\$444.00
Administrative		\$1,016.50
		<b>\$4,012.00</b>
<b>Actuarial Analysis</b>		
Historical data analysis - model building		\$3,030.00
		<b>\$3,030.00</b>
Total Amount Due for this Invoice:		<b>\$65,572.00</b>

**Detailed fee and expense information is attached. If you have any questions regarding this invoice, please call Joy Rothwell at (202) 797-1111. Thank you.**



1220 19th Street, NW, Suite 700  
Washington, DC 20036

Professional by Project

	Rate	Hours	Amount
<b>Claims Analysis</b>			
Wagoner, Jason	\$260.00	51.30	\$13,338.00
			<b>\$13,338.00</b>
<b>Claim Forecast(s)</b>			
Brockman, Amy	\$305.00	16.70	\$5,093.50
Florence, Tom	\$555.00	5.90	\$3,274.50
Wagoner, Jason	\$260.00	59.20	\$15,392.00
			<b>\$23,760.00</b>
<b>Review Case Documents and Materials</b>			
Bixler, Devon	\$150.00	2.70	\$405.00
Brophy, John	\$435.00	17.00	\$7,395.00
Kahn, Karl	\$150.00	5.00	\$750.00
Kreger, James	\$150.00	45.40	\$6,810.00
Lubert, Ryan	\$85.00	10.70	\$909.50
Raab, Timothy	\$275.00	18.30	\$5,032.50
Wagoner, Jason	\$260.00	0.50	\$130.00
			<b>\$21,432.00</b>
<b>Prepare/Attend Calls/Meetings</b>			
Brophy, John	\$435.00	1.50	\$652.50
Florence, Tom	\$555.00	4.10	\$2,275.50
Raab, Timothy	\$275.00	1.20	\$330.00
Wagoner, Jason	\$260.00	2.90	\$754.00
			<b>\$4,012.00</b>
<b>Actuarial Analysis</b>			
Rourke, Daniel	\$300.00	10.10	\$3,030.00
			<b>\$3,030.00</b>



1220 19th Street, NW, Suite 700  
Washington, DC 20036

### Professional Fees (detail)

Claims Analysis			Hours	Charges
Date	Staff Member	Description		
<b>Compile database(s)</b>				
06/01/10	Jason Wagoner	Review of duplicate records in the claimant, venue and indemnity tables (2.0). De-duping tables and merging together to create a single claims table (2.5).	4.50	1,170.00
06/02/10	Jason Wagoner	De-duping tables and merging together to create a single claims table (1.0). Review of unmatched indemnity table records (2.0). Summary of de-duping and matching results (1.0).	4.00	1,040.00
			<b>8.50</b>	<b>2,210.00</b>
<b>Historical data analysis</b>				
06/14/10	Jason Wagoner	Review of historical data (0.5). Filing summaries by state (1.0). Review claims with "premises" exposure (0.5).	2.00	520.00
06/17/10	Jason Wagoner	Data cleaning for diagnosis year (0.5). Creating YOFE groups and other analysis variables for Peto model (1.0). Diagnosis to filing lag summaries (0.5). Revisions to log-log regressions (0.5).	2.50	650.00
06/21/10	Jason Wagoner	Review of claims with Premises exposure.	1.00	260.00
06/22/10	Jason Wagoner	Review of dismissed claims missing disposition date.	3.00	780.00
06/23/10	Jason Wagoner	Further review of premises exposure claims (2.0). Review of "updated" claims database with trial date and total claim liability (1.5).	3.50	910.00
06/24/10	Jason Wagoner	Revisions to zero pay and average indemnity calculations.	1.50	390.00
06/25/10	Jason Wagoner	New disease imputation and forecast summaries.	2.50	650.00
06/28/10	Jason Wagoner	New inventory summary forecast.	0.30	78.00
			<b>16.30</b>	<b>4,238.00</b>
<b>Prepare and edit database(s)</b>				
06/02/10	Jason Wagoner	Review of injury variables (0.5). Creating ARPC injury from injury flags (0.5). Comparison of disposition type to case phase (0.50). Comparison of disposition type from indemnity table to disposition flags in claimant table (0.5).	2.00	520.00
06/03/10	Jason Wagoner	Creating ARPC variables for analysis (2.5). Review of claimant file for duplicate records by name, law firm and injury (2.0). Review of non-asbestos (silica and mixed dust) claims (2.5). Preparing data for matching (1.0).	8.00	2,080.00
06/04/10	Jason Wagoner	Preparing data for matching and work on matching.	7.50	1,950.00
06/07/10	Jason Wagoner	Continuing matching (1.5). Imputation of disease for claim missing disease (2.5). Creating final disease variable and other forecast variables for analysis (1.0). Defining abandoned claims (1.0). Review of "dismissed" claims that have a paid amount (1.0).	7.00	1,820.00
06/08/10	Jason Wagoner	Revisions to forecast analysis variables including review of dismissed claims with no disposition date.	2.00	520.00
			<b>26.50</b>	<b>6,890.00</b>
<b>Total Fees for Claims Analysis:</b>			<b>51.30</b>	<b>13,338.00</b>

Claim Forecast(s)			Hours	Charges
Date	Staff Member	Description		
<b>Compile database</b>				
06/10/10	Amy Brockman	Call w/DTrafelet (FCR), Tim Raab and Tom Florence regarding the claims data and followup questions regarding the data.	2.50	762.50
06/14/10	Amy Brockman	Prep for call with R.Sims (HRA) and D. Relles (LAS) re data issues (1.50) and call with R. Sims (HRA) and D. Relles (LAS) re data issues (1.0).	2.50	762.50
06/23/10	Amy Brockman	Review and analysis of settlement values and additional data received.	5.40	1,647.00
06/24/10	Amy Brockman	Prep for call with ACC re data issues (2.8) and call with ACC re data	4.10	1,250.50



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Claim Forecast(s)		Description	Hours	Charges
Date	Staff Member			
		Compile database		
06/25/10	Amy Brockman	issues (1.3).  Followup from call with ACC and S. Esserman to send info regarding data issues and any discussions with Alix.	2.20	671.00
			16.70	5,093.50
		Data analysis - model building		
06/01/10	Tom Florence	data analysis regarding foreign and domestic claims	1.70	943.50
06/07/10	Jason Wagoner	Initial filing summaries and propensity to sue calculations for forecast.	1.00	260.00
06/08/10	Jason Wagoner	Claim forecast summaries (1.5). Zero pay rate and average indemnity calculations (0.5). Claim inventory summary and valuation (1.0). Forecast of future claims (1.0).	4.00	1,040.00
06/09/10	Jason Wagoner	Claim forecast summaries (0.5). Zero pay rate and average indemnity calculations (1.0). Claim inventory summary and valuation (1.0). Forecast of future claims (0.5). Nicholson early, middle late filing summaries(0.5); summaries for regression input (0.5); revisions to early, middle, late filing summary spreadsheet (1.0).	5.00	1,300.00
06/10/10	Jason Wagoner	Nicholson early, middle late filing summaries (2.5). Summaries for regression input (1.0). Revisions to early, middle, late filing summary spreadsheet (1.0). Revisions to forecast filings spreadsheet to include new filings (2.0).	6.50	1,690.00
06/11/10	Jason Wagoner	Initial log-log regressions for other cancer and non-malignant filings (2.0). Two forecast scenarios for different propensity to sue calibration periods (1.0). Median forecast scenario (1.5).	4.50	1,170.00
06/14/10	Jason Wagoner	Work on Nicholson forecast and Median Nicholson forecast scenario.	1.00	260.00
06/15/10	Jason Wagoner	Revisions to forecast spreadsheet.	2.00	520.00
06/16/10	Tom Florence	Discussion with experts re: Data Analysis process	1.90	1,054.50
06/16/10	Jason Wagoner	Revisions to forecast spreadsheet (2.0). ATD table for Peto model (2.5). Peto claim summaries for forecast parameter file and revisions to Excel spreadsheet (2.5)	7.00	1,820.00
06/17/10	Jason Wagoner	Claim summaries for Peto model inputs.	1.50	390.00
06/18/10	Jason Wagoner	Claim inventory valuation (1.0). Resolution of inventory over 5 year period (1.0). Distribution of claims missing diagnosis year (1.0). Calculation of diagnosis to filing lag and filings by diagnosis year for claim in calibration period (2.5).	5.50	1,430.00
06/21/10	Jason Wagoner	Peto model forecasts for various calibration periods (0.5). Updating spreadsheet with Peto scenarios and revising median forecast (1.5). Comparison of Nicholson overall prop to sue forecast to Nicholson Early, Middle, Late prop to sue forecast (3).	5.00	1,300.00
06/22/10	Jason Wagoner	Revisions to forecast spreadsheet (1.5). Automating forecast summaries in SAS to output directly to spreadsheet (1.5). Sensitivity tests of forecast to different calibration periods (1.0).	4.00	1,040.00
06/23/10	Jason Wagoner	New injury imputation based on revised matching and revising forecast summaries to reflect new matching.	3.50	910.00
06/24/10	Jason Wagoner	Revising Nicholson forecast to reflect new matching (1.5). New log-log regressions (0.5). Revisions to Peto forecast based on match (1.5).	3.50	910.00
06/25/10	Jason Wagoner	Revisions to Peto forecast based on match and updating forecast spreadsheet (3.0). Work on new forecast spreadsheet (0.2).	3.20	832.00
06/28/10	Jason Wagoner	Revisions to forecast spreadsheet.	1.00	260.00
06/29/10	Jason Wagoner	Additional revisions to forecast spreadsheet.	1.00	260.00
06/30/10	Tom Florence	Data analysis regarding foreign and domestic claims	2.30	1,276.50
			65.10	18,666.50



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Claim Forecast(s)			Hours	Charges
Date	Staff Member	Description	Total Fees for Claim Forecast(s):	
<b>Review Case Documents and Materials</b>				
Date	Staff Member	Description	Hours	Charges
Document review and comment				
06/01/10	James Kreger	Meeting with T. Raab concerning MLC 10-K document review.	0.80	120.00
06/01/10	John Brophy	Review of GM financials re: asbestos history.	1.60	696.00
06/02/10	John Brophy	Review of subsidiary histories.	1.60	696.00
06/02/10	James Kreger	Reviewed MLC 10-K documents.	5.50	825.00
06/02/10	Timothy Raab	Discussion with staff re: collection of subsidiary data and review of various documents including 8K's and MPA exhibits.	4.20	1,155.00
06/03/10	John Brophy	Continued review of subsidiary histories.	0.50	217.50
06/03/10	Timothy Raab	Research subsidiaries and suppliers.	1.50	412.50
06/03/10	James Kreger	Continued review of MLC 10-K documents.	1.30	195.00
06/04/10	John Brophy	Subsidiary financials analysis.	1.10	478.50
06/04/10	James Kreger	Researched Subsidiary Companies.	0.80	120.00
06/04/10	Timothy Raab	Continued research regarding subsidiaries and suppliers (1.0). Review current database (1.2).	2.20	605.00
06/07/10	Devon Bixler	Researched subsidiary companies.	0.50	75.00
06/07/10	James Kreger	Continued GM subsidiary research.	6.20	930.00
06/08/10	John Brophy	Review of GM subsidiary list over time (domestic and foreign).	1.80	783.00
06/08/10	Karl Kahn	Researched GM subsidiaries.	5.00	750.00
06/08/10	James Kreger	Continued GM subsidiary research.	8.10	1,215.00
06/08/10	Timothy Raab	Review of 10-K documents and other bankruptcy documents including the MSPA and 363 order and decision.	1.60	440.00
06/09/10	John Brophy	Subsidiary and parent 10K financial reviews and analysis of claims data.	1.10	478.50
06/09/10	Devon Bixler	Continued research regarding subsidiary companies.	1.20	180.00
06/09/10	Timothy Raab	Preparing summary notes of relevant information from 10-k's and court requested financial summaries.	2.50	687.50
06/09/10	James Kreger	Additional GM subsidiary research.	0.50	75.00
06/10/10	James Kreger	Continued GM subsidiary research.	4.80	720.00
06/10/10	Timothy Raab	Review of various subsidiary lists including those on the MSPA and various 10-K's (2.20). Categorization of subsidiaries by industry, location and priority (2.0).	4.20	1,155.00
06/10/10	Devon Bixler	Additional research regarding subsidiary companies.	1.00	150.00
06/10/10	John Brophy	Discussions and meetings re: subsidiary liability over time and review of 10K materials.	2.10	913.50
06/11/10	John Brophy	Review of data requests and subsidiary information.	1.40	609.00
06/11/10	James Kreger	Continued GM subsidiary research.	0.30	45.00
06/13/10	James Kreger	Further research regarding GM subsidiary information.	2.00	300.00
06/14/10	Jason Wagoner	Review of 2007 to 2009 GM and Chrysler10-K filings for asbestos liability information.	0.50	130.00
06/14/10	James Kreger	Additional research regarding GM subsidiary information.	3.00	450.00
06/15/10	John Brophy	Document research re: GM verdicts and settlements.	1.70	739.50
06/15/10	Ryan Lubert	GM subsidiary research.	4.50	382.50
06/15/10	James Kreger	Additional research regarding GM subsidiary information.	2.50	375.00



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Review Case Documents and Materials				Hours	Charges
Date	Staff Member	Description			
<b>Document review and comment</b>					
06/16/10	John Brophy	Document review re: 10K filings.		1.50	652.50
06/16/10	James Kreger	Researched GM subsidiary information.		1.50	225.00
06/16/10	Ryan Lubert	Continued GM subsidiary research.		6.20	527.00
06/17/10	John Brophy	Online database and document review.		0.80	348.00
06/18/10	Timothy Raab	Discussion with LexisNexis to identify useful content regarding GM related verdict information.		0.50	137.50
06/22/10	John Brophy	Review of foreign subsidiary materials.		0.50	217.50
06/24/10	John Brophy	Review of calculations of various liability streams.		0.80	348.00
06/24/10	James Kreger	Researched subsidiary companies and created subsidiary database.		1.30	195.00
06/25/10	James Kreger	Researched subsidiary companies and created subsidiary database.		2.10	315.00
06/25/10	Timothy Raab	Review of Mealey's verdicts re: friction products and brake linings (1.0). Review of subsidiaries list (0.2).		1.20	330.00
06/25/10	John Brophy	Document review associated with 10K and asbestos reserve issue.		0.50	217.50
06/28/10	James Kreger	Created GM subsidiary database.		2.30	345.00
06/29/10	James Kreger	Additional work on GM subsidiary database.		1.20	180.00
06/30/10	Timothy Raab	Query of the subs db to prepare list for T.Florence		0.40	110.00
06/30/10	James Kreger	Further work on GM subsidiary database.		1.20	180.00
				<b>99.60</b>	<b>21,432.00</b>
<b>Total Fees for Review Case Documents and Materials:</b>				<b>99.60</b>	<b>21,432.00</b>
<b>Prepare/Attend Calls/Meetings</b>					
Date	Staff Member	Description		Hours	Charges
<b>Administrative</b>					
06/11/10	John Brophy	Call with Debtors to discuss information requests and turnover of claims information.		0.70	304.50
06/14/10	Jason Wagoner	Conference call w/Amy Brockman, Rob Sims and Dan Reles re: claims database and related data questions (1.0). Preparations for call w/Amy Brockman, Rob Sims and Dan Reles re: claims database (0.4).		1.40	364.00
06/28/10	John Brophy	Review of claim data base re: possible foreign claims.		0.80	348.00
				<b>2.90</b>	<b>1,016.50</b>
<b>Counsel/client meetings/calls</b>					
06/10/10	Tom Florence	Call w/counsel and FCR re: data, subsidiaries, foreign claims (1.0) & prep for call w/counsel and FCR re: data, subsidiaries, foreign claims (1.30)		2.30	1,276.50
06/10/10	Timothy Raab	Preparation of questions regarding data, subsidiaries and foreign claims (0.20) and call with counsel and D. Trafel (FCR) regarding data, subsidiaries and foreign claims (1.0).		1.20	330.00
06/24/10	Tom Florence	Call w/counsel re: data and subsidiaries		1.00	555.00
06/24/10	Jason Wagoner	Conference call with Amy Brockman and Tom Florence with counsel re: GM claims data issues (1.0) and related call prep re: GM claims data issues (0.5).		1.50	390.00
				<b>6.00</b>	<b>2,551.50</b>
<b>Opposing parties meetings/calls</b>					
06/28/10	Tom Florence	Call with FCR to discuss status of information turnover and analysis.		0.80	444.00
				<b>0.80</b>	<b>444.00</b>
<b>Total Fees for Prepare/Attend Calls/Meetings:</b>				<b>9.70</b>	<b>4,012.00</b>
<b>Actuarial Analysis</b>					
Date	Staff Member	Description		Hours	Charges



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Actuarial Analysis				
Date	Staff Member	Description	Hours	Charges
<b>Historical data analysis - model building</b>				
06/15/10	Daniel Rourke	Meeting with A. Brockman & T. Vasquez re: Peto model issues.	0.30	90.00
06/18/10	Daniel Rourke	Work on claims forecasting model.	0.30	90.00
06/19/10	Daniel Rourke	Additional work on claims forecasting model.	0.60	180.00
06/21/10	Daniel Rourke	Work on forecasting tables.	0.50	150.00
06/22/10	Daniel Rourke	Reviewed Peto forecasting model.	0.40	120.00
06/23/10	Daniel Rourke	Work on claims modeling.	0.60	180.00
06/24/10	Daniel Rourke	Work on forecasting spreadsheet.	1.30	390.00
06/25/10	Daniel Rourke	Continued work on the spreadsheet.	1.10	330.00
06/26/10	Daniel Rourke	Work on claims forecasting scenarios.	1.10	330.00
06/27/10	Daniel Rourke	Finished the regression analysis for missing data.	0.60	180.00
06/28/10	Daniel Rourke	Prepared charts comparing forecasts.	1.20	360.00
06/29/10	Daniel Rourke	Additional work on comparison(1.0); conference with A. Brockman regarding analysis (0.1).	1.10	330.00
06/30/10	Daniel Rourke	Comparisons of meso and non-meso claims data.	1.00	300.00
				<b>10.10      3,030.00</b>
<b>Total Fees for Actuarial Analysis:</b>				<b>10.10      3,030.00</b>



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Washington, D.C. 20036

Phone (202) 797-1111

Fax (202) 797-3619

General Motors Rate Sheet  
June 2010

<u>Staff Member</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
Tom Florence	President	\$555.00	10	\$5,550.00
John Brophy	Vice President	\$435.00	18.5	\$8,047.50
Amy Brockman	Vice President	\$305.00	16.7	\$5,093.50
Daniel Rourke	Consultant	\$300.00	10.1	\$3,030.00
	Managing			
Timothy Raab	Director	\$275.00	19.5	\$5,362.50
Jason Wagoner	Director	\$260.00	113.9	\$29,614.00
Devon Bixler	Consultant	\$150.00	2.7	\$405.00
Karl Kahn	Consultant	\$150.00	5	\$750.00
James Kreger	Consultant	\$150.00	45.4	\$6,810.00
Ryan Lubert	Consultant	\$85.00	10.7	\$909.50



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Invoice to:
<b>Dean Trafellet</b> <b>General Motors (GM)</b> 50 W. Schiller St. Chicago, IL 60610

Invoice #	Date	Amount Due
17456	8/20/2010	<b>\$21,939.00</b>

For professional services rendered by Analysis.Research.Planning Corp. (ARPC) during the period July 2010.

Item	Description	Amount
<b>Claims Analysis</b>		
Historical data analysis		\$4,962.00
		<b>\$4,962.00</b>
<b>Claim Forecast(s)</b>		
Data analysis - model building		\$4,560.50
		<b>\$4,560.50</b>
<b>Review Case Documents and Materials</b>		
Document review and comment		\$5,508.50
		<b>\$5,508.50</b>
<b>Prepare/Attend Calls/Meetings</b>		
Counsel/client meetings/calls		\$625.00
		<b>\$625.00</b>
<b>Actuarial Analysis</b>		
Historical data analysis - model building		\$900.00
Cashflow analysis		\$5,383.00
		<b>\$6,283.00</b>
Total Amount Due for this Invoice:		<b>\$21,939.00</b>

Detailed fee and expense information is attached. If you have any questions regarding this invoice, please call Joy Rothwell at (202) 797-1111. Thank you.



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Professional by Project

	Rate	Hours	Amount
<b>Claims Analysis</b>			
Brophy, John	\$435.00	2.80	\$1,218.00
Wagoner, Jason	\$260.00	14.40	\$3,744.00
			<b>\$4,962.00</b>
<b>Claim Forecast(s)</b>			
Brockman, Amy	\$435.00	2.10	\$913.50
Florence, Tom	\$555.00	0.20	\$111.00
Wagoner, Jason	\$260.00	13.60	\$3,536.00
			<b>\$4,560.50</b>
<b>Review Case Documents and Materials</b>			
Brophy, John	\$435.00	1.90	\$826.50
Florence, Tom	\$555.00	3.50	\$1,942.50
Kreger, James	\$150.00	1.20	\$180.00
Raab, Timothy	\$275.00	7.70	\$2,117.50
Wagoner, Jason	\$260.00	1.70	\$442.00
			<b>\$5,508.50</b>
<b>Prepare/Attend Calls/Meetings</b>			
Brockman, Amy	\$435.00	0.50	\$217.50
Florence, Tom	\$555.00	0.50	\$277.50
Wagoner, Jason	\$260.00	0.50	\$130.00
			<b>\$625.00</b>
<b>Actuarial Analysis</b>			
Molnar, Andras	\$230.00	11.30	\$2,599.00
Rourke, Daniel	\$300.00	3.00	\$900.00
Wingo, Gary	\$435.00	6.40	\$2,784.00
			<b>\$6,283.00</b>



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### Professional Fees (detail)

Claims Analysis			Hours	Charges
Date	Staff Member	Description		
<b>Historical data analysis</b>				
07/01/10	Jason Wagoner	Review of new data provided on website related to asbestos claims analysis.	0.50	130.00
07/01/10	Jason Wagoner	Work on claims database.	0.50	130.00
07/01/10	Jason Wagoner	Analyses of zero pay rates and average indemnity for claims of unknown disease.	0.50	130.00
07/01/10	John Brophy	Review of supplemental financial information	1.20	522.00
07/01/10	Jason Wagoner	Revising disease imputation and forecast summaries.	0.50	130.00
07/02/10	Jason Wagoner	Work on claims database and revising disease imputation.	0.50	130.00
07/02/10	Jason Wagoner	Continued work on claims database.	0.50	130.00
07/02/10	Jason Wagoner	Revising disease imputation.	0.50	130.00
07/02/10	Jason Wagoner	Analyses of zero pay rates and average indemnity for claims of unknown disease.	0.50	130.00
07/06/10	John Brophy	Review of claims data from MLC website	1.60	696.00
07/06/10	Jason Wagoner	Review of database settlement information.	0.50	130.00
07/07/10	Jason Wagoner	Further review of potential duplicate claims.	1.00	260.00
07/16/10	Jason Wagoner	Revisions to GM name duplicates and exporting to Excel for review.	0.60	156.00
07/26/10	Jason Wagoner	Revisions to historic distribution of claim filings by YOFE summary.	1.30	338.00
07/27/10	Jason Wagoner	Review of SPSS code to generate future claim forecast distribution.	1.20	312.00
07/28/10	Jason Wagoner	Beginning replication of SPSS code for YOFE distribution of future claims forecast in SAS.	0.50	130.00
07/30/10	Jason Wagoner	Replication of SPSS code for YOFE distribution of future claims forecast in SAS.	5.30	1,378.00
			<b>17.20</b>	<b>4,962.00</b>
		<b>Total Fees for Claims Analysis:</b>	<b>17.20</b>	<b>4,962.00</b>

Claim Forecast(s)			Hours	Charges
Date	Staff Member	Description		
<b>Data analysis - model building</b>				
07/01/10	Tom Florence	Review data & forecast analyses	0.20	111.00
07/01/10	Jason Wagoner	Review data & forecast analyses	0.30	78.00
07/01/10	Amy Brockman	Review data & forecast analyses	2.10	913.50
07/02/10	Jason Wagoner	Revising forecast summaries based on revised data.	2.00	520.00
07/06/10	Jason Wagoner	Work on claim forecast scenario - new log log regressions and updating forecast spreadsheet.	1.20	312.00
07/12/10	Jason Wagoner	Finishing forecast scenario data and updating forecast spreadsheet.	1.20	312.00
07/13/10	Jason Wagoner	Revisions to forecast summaries.	1.50	390.00
07/16/10	Jason Wagoner	Additional revisions to forecast summaries.	1.00	260.00
07/19/10	Jason Wagoner	Updating median forecast.	0.30	78.00
07/19/10	Jason Wagoner	Updating forecast scenarios.	1.00	260.00
07/19/10	Jason Wagoner	Revisions to filings forecast spreadsheet.	1.20	312.00
07/20/10	Jason Wagoner	Additional revisions to filings forecast spreadsheet.	0.50	130.00
07/20/10	Jason Wagoner	Further updates to forecast scenarios.	0.50	130.00



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Claim Forecast(s)					
Date	Staff Member	Description	Hours	Charges	
<b>Data analysis - model building</b>					
07/20/10	Jason Wagoner	Additional updates to median forecast.	0.50	130.00	
07/21/10	Jason Wagoner	Continued updating forecast scenarios.	0.30	78.00	
07/21/10	Jason Wagoner	Continued revisions to filings forecast spreadsheet.	0.30	78.00	
07/21/10	Jason Wagoner	Continue updating median forecast.	0.30	78.00	
07/22/10	Jason Wagoner	Prepare claim summaries by disease, year of first exposure and filing year.	1.50	390.00	
			<b>15.90</b>	<b>4,560.50</b>	
		<b>Total Fees for Claim Forecast(s):</b>	<b>15.90</b>	<b>4,560.50</b>	

Review Case Documents and Materials					
Date	Staff Member	Description	Hours	Charges	
<b>Document review and comment</b>					
07/01/10	Timothy Raab	Con call with Mealey's rep (Lexis rep) re: search capabilities and techniques.	0.10	27.50	
07/01/10	Timothy Raab	Research regarding claims information and verdict data.	2.00	550.00	
07/01/10	James Kreger	Created GM subsidiary database.	1.00	150.00	
07/02/10	Timothy Raab	Additional research regarding claims information and verdict data	2.50	687.50	
07/02/10	James Kreger	Created GM subsidiary database.	0.20	30.00	
07/06/10	Tom Florence	Review of discovery documents	3.50	1,942.50	
07/07/10	John Brophy	Review of settlements/verdicts from public sources	0.50	217.50	
07/07/10	Timothy Raab	Research regarding verdict data.	1.10	302.50	
07/07/10	Timothy Raab	Preparation of verdict results summary for J.Brophy.	1.00	275.00	
07/07/10	Timothy Raab	Comparing settlement and verdict amounts to MLC database.	1.00	275.00	
07/13/10	John Brophy	Review of verdict and settlement data	0.60	261.00	
07/23/10	John Brophy	Review of accumulated claims data	0.80	348.00	
07/26/10	Jason Wagoner	Review of online documents: General Interrogatory Responses.	1.70	442.00	
			<b>16.00</b>	<b>5,508.50</b>	
		<b>Total Fees for Review Case Documents and Materials:</b>	<b>16.00</b>	<b>5,508.50</b>	

Prepare/Attend Calls/Meetings					
Date	Staff Member	Description	Hours	Charges	
<b>Counsel/client meetings/calls</b>					
07/01/10	Tom Florence	Call with ACC and Counsel re: data issues and progress	0.50	277.50	
07/01/10	Amy Brockman	Call with ACC and counsel re data issues and progress.	0.50	217.50	
07/01/10	Jason Wagoner	Conference call re: GM claims database with ACC and counsel.	0.50	130.00	
			<b>1.50</b>	<b>625.00</b>	
		<b>Total Fees for Prepare/Attend Calls/Meetings:</b>	<b>1.50</b>	<b>625.00</b>	

Actuarial Analysis					
Date	Staff Member	Description	Hours	Charges	
<b>Cashflow analysis</b>					
07/16/10	Gary Wingo	Review of insurance issues and docs	2.50	1,087.50	
07/20/10	Andras Molnar	preparation of insurance policy register for insurance modelling.	2.80	644.00	
07/20/10	Gary Wingo	Prepare issues memo on insurance queries to T Florence.	2.60	1,131.00	
07/21/10	Gary Wingo	Analysis of choice of law and coverage parameters involving insurance model	0.60	261.00	
07/21/10	Andras Molnar	QC of policy register and attachment points.	2.00	460.00	



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Actuarial Analysis			Hours	Charges
Date	Staff Member	Description		
<b>Cashflow analysis</b>				
07/21/10	Andras Molnar	Updating VBA programming to adjust for revised policy register.	1.00	230.00
07/21/10	Gary Wingo	Cash flow model considerations for A Molnar.	0.70	304.50
07/21/10	Andras Molnar	preparation of insurance policy register for insurance modelling.	2.10	483.00
07/22/10	Andras Molnar	Updating model with GM forecasted liability.	1.00	230.00
07/22/10	Andras Molnar	Updates to programming of insurance recovery model.	1.20	276.00
07/23/10	Andras Molnar	Review and analysis of YOFE table provided by Jason Wagoner.	0.60	138.00
07/28/10	Andras Molnar	Consulting with Amy Brockman and Jason Wagoner regarding future YOFE calculations.	0.60	138.00
				<b>17.70 5,383.00</b>
<b>Historical data analysis - model building</b>				
05/11/10	Daniel Rourke	Research regarding Peto's recent (2009) presentations and "global" meso forecasts.	0.70	210.00
05/13/10	Daniel Rourke	Literature search for peer-reviewed papers regarding forecasting models.	0.50	150.00
05/14/10	Daniel Rourke	Prepared an extract of the mesothelioma cases in the SEER data for A. Brockman for forecasting purposes.	0.40	120.00
05/15/10	Daniel Rourke	Continue literature search of forecast methods.	0.60	180.00
05/16/10	Daniel Rourke	Continued literature search of forecast methods.	0.20	60.00
05/17/10	Daniel Rourke	Correspondence with T. Florence and A. Brockman regarding research related to forecast methods.	0.20	60.00
05/18/10	Daniel Rourke	Additional research regarding forecasting models.	0.40	120.00
				<b>3.00 900.00</b>
<b>Total Fees for Actuarial Analysis:</b>				<b>20.70 6,283.00</b>



1220 19th Street, NW, Suite 700

Washington, D.C. 20036

Phone (202) 797-1111

Fax (202) 797-3619

General Motors Rate Sheet  
July 2010

<u>Staff Member</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
Tom Florence	President	\$555.00	4.20	\$2,331.00
John Brophy	Vice President	\$435.00	4.70	\$2,044.50
Amy Brockman	Vice President	\$435.00	2.60	\$1,131.00
Gary Wingo	Vice President	\$435.00	6.40	\$2,784.00
Daniel Rourke	Consultant	\$300.00	3.00	\$900.00
Timothy Raab	Managing Director	\$275.00	7.70	\$2,117.50
Jason Wagoner	Director	\$260.00	30.20	\$7,852.00
Andras Molnar	Consultant	\$230.00	11.30	\$2,599.00
James Kreger	Consultant	\$150.00	1.20	\$180.00



1220 19th Street, NW, Suite 700  
Washington, DC 20036

Invoice to:
<b>Dean Trafel</b> <b>General Motors (GM)</b> 50 W. Schiller St. Chicago, IL 60610

Invoice #	Date	Amount Due
17702	9/29/2010	<b>\$35,096.22</b>

For professional services rendered by Analysis.Research.Planning Corp. (ARPC) during the period August 2010.

Item	Description	Amount
<b>Claims Analysis</b>		
Compile database(s)		\$1,912.50
Prepare and edit database(s)		\$3,940.50
Historical data analysis		\$2,210.00
		<b>\$8,063.00</b>
<b>Claim Forecast(s)</b>		
Compile database		\$2,740.50
Data analysis - model building		\$1,430.00
		<b>\$4,170.50</b>
<b>Review Case Documents and Materials</b>		
Document review and comment		\$17,552.00
		<b>\$17,552.00</b>
<b>Prepare/Attend Calls/Meetings</b>		
Counsel/client meetings/calls		\$712.50
		<b>\$712.50</b>
<b>Actuarial Analysis</b>		
Compile database(s)		\$3,741.00
		<b>\$3,741.00</b>
<b>Expenses</b>		
Expenses		\$857.22
		<b>\$857.22</b>
Total Amount Due for this Invoice:		<b>\$35,096.22</b>

**Detailed fee and expense information is attached. If you have any questions regarding this invoice, please call Joy Rothwell at (202) 797-1111. Thank you.**



1220 19th Street, NW, Suite 700  
Washington, DC 20036

Professional by Project

	Rate	Hours	Amount
<b>Claims Analysis</b>			
Hester, Clay	\$85.00	14.50	\$1,232.50
Melikian, Lia	\$85.00	0.60	\$51.00
Oh, Andrew	\$250.00	5.00	\$1,250.00
Samuelson, Talia	\$85.00	12.70	\$1,079.50
Shiffman, Jeffrey	\$85.00	8.00	\$680.00
Wagoner, Jason	\$260.00	14.50	\$3,770.00
			<b>\$8,063.00</b>
<b>Claim Forecast(s)</b>			
Brockman, Amy	\$435.00	6.30	\$2,740.50
Wagoner, Jason	\$260.00	5.50	\$1,430.00
			<b>\$4,170.50</b>
<b>Review Case Documents and Materials</b>			
Brophy, John	\$435.00	4.30	\$1,870.50
Florence, Tom	\$555.00	24.80	\$13,764.00
Kahn, Karl	\$150.00	4.00	\$600.00
Raab, Timothy	\$275.00	2.90	\$797.50
Wagoner, Jason	\$260.00	2.00	\$520.00
			<b>\$17,552.00</b>
<b>Prepare/Attend Calls/Meetings</b>			
Brophy, John	\$435.00	1.00	\$435.00
Florence, Tom	\$555.00	0.50	\$277.50
			<b>\$712.50</b>
<b>Actuarial Analysis</b>			
Brockman, Amy	\$435.00	8.60	\$3,741.00
			<b>\$3,741.00</b>



1220 19th Street, NW, Suite 700  
Washington, DC 20036

### Professional Fees (detail)

Claims Analysis			Hours	Charges
Date	Staff Member	Description		
<b>Compile database(s)</b>				
08/25/10	Jeffrey Shiffman	Reviewed settled claims data (1.5 hrs) and compiled a database of information derived from settlement document (1.0) images	2.50	212.50
08/25/10	Clay Hester	Reviewed settled claims data (1.0 hrs) and compiled a database of information derived from settlement document images (1.0 hrs)	2.00	170.00
08/25/10	Clay Hester	Reviewed GM settlement documents to determine inclusion in the settlement database	1.50	127.50
08/26/10	Clay Hester	Continued to review settled claims data (2.0 hrs) and compiled a database of information derived from settlement document images (2.0)	4.00	340.00
08/26/10	Jeffrey Shiffman	Continued to review settled claims data (2.0 hrs) and compiled a database of information derived from settlement document images (3.5)	5.50	467.50
08/26/10	Clay Hester	Continued to review GM settlement documents to determine inclusion in the settlement database	4.50	382.50
08/27/10	Clay Hester	Continued to review settled claims data (0.5 hrs) and compiled a database of information derived from settlement document images (0.5 hrs)	1.00	85.00
08/27/10	Clay Hester	Continued to review GM settlement documents to determine inclusion in the settlement database	1.50	127.50
			<b>22.50</b>	<b>1,912.50</b>
<b>Historical data analysis</b>				
08/23/10	Jason Wagoner	Review of additional exposure variables in revised claims database.	0.50	130.00
08/25/10	Jason Wagoner	Analysis of new SSN data provided by GM.	1.00	260.00
08/26/10	Jason Wagoner	Comparison and matching of claims in 2009 database to claims in 2007 database (.5 hours). Matching sample of claimants settlements from settlement documents to claims database (2 hrs).	2.50	650.00
08/30/10	Jason Wagoner	Revisions to matching of settlement documents research to GM database. (1 hour) Review of non-matched claimants from Sept 2007 database compared to 2009 database. (1.5 hours)	2.50	650.00
08/31/10	Jason Wagoner	Review of claimants in 2007 database and settlement documents but not in 2009 database.	2.00	520.00
			<b>8.50</b>	<b>2,210.00</b>
<b>Prepare and edit database(s)</b>				
08/25/10	Andrew Oh	Settled claims sampling and review	1.50	375.00
08/25/10	Talia Samuelson	Standardized data in the sampling of settled claims database	3.00	255.00
08/26/10	Talia Samuelson	Continued to standardize data in the sampling of settled claims database	7.50	637.50
08/26/10	Lia Melikian	Standardized data in the sampling of settled claims database	0.60	51.00
08/26/10	Andrew Oh	Continued settled claims sampling and review	3.00	750.00
08/27/10	Jason Wagoner	Database validation using sample of settlement documents.	3.00	780.00
08/27/10	Andrew Oh	Continuation of settled claims sampling and review	0.50	125.00
08/27/10	Talia Samuelson	Continued to standardize data in the sampling of settled claims database	2.20	187.00
08/31/10	Jason Wagoner	Continued database validation using settlement documents to search for unmatched claimants.	3.00	780.00
			<b>24.30</b>	<b>3,940.50</b>
<b>Total Fees for Claims Analysis:</b>				<b>55.30</b>
				<b>8,063.00</b>

Claim Forecast(s)			Hours	Charges
Date	Staff Member	Description		
<b>Compile database</b>				



1220 19th Street, NW, Suite 700  
Washington, DC 20036

Claim Forecast(s)			Hours	Charges
Date	Staff Member	Description		
<b>Compile database</b>				
08/03/10	Amy Brockman	Review mesothelioma claims in database in order to come up with a sampling protocol.	2.10	913.50
08/04/10	Amy Brockman	Respond to proposed agreement regarding the exposure data	0.40	174.00
08/04/10	Amy Brockman	Review proposed agreement regarding the exposure data	0.10	43.50
08/04/10	Amy Brockman	Review proposed Agreement Resolving ACC and FCR 2004 Applications	0.10	43.50
08/04/10	Amy Brockman	Respond to proposed Agreement Resolving ACC and FCR 2004 Applications	0.40	174.00
08/06/10	Amy Brockman	Draw a sample of claims to be given to GM to provide documentation.	2.00	870.00
08/06/10	Amy Brockman	Review mesothelioma claims in database.	1.20	522.00
			<b>6.30</b>	<b>2,740.50</b>
<b>Data analysis - model building</b>				
08/02/10	Jason Wagoner	Calculation of YOFE distribution of future claims forecast in SAS for insurance coverage model.	2.00	520.00
08/02/10	Jason Wagoner	Revisions to future claim filings by YOFE summary.	1.50	390.00
08/02/10	Jason Wagoner	Comparison of YOFE distributions to other clients for reasonableness.	0.50	130.00
08/03/10	Jason Wagoner	Review of summaries of meso claims for sampling (.30). QC of future filings by YOFE results (.20).	0.50	130.00
08/16/10	Jason Wagoner	Correction of forecast spreadsheet formula for future claims forecast (0.5). Updating forecast summaries (0.5).	1.00	260.00
			<b>5.50</b>	<b>1,430.00</b>
<b>Total Fees for Claim Forecast(s):</b>				<b>11.80</b>
				<b>4,170.50</b>

Review Case Documents and Materials			Hours	Charges
Date	Staff Member	Description		
<b>Document review and comment</b>				
07/07/10	John Brophy	Review of Alix Partners' responses to questions.	0.80	348.00
08/02/10	John Brophy	Review of data requests and statistics of responses	0.40	174.00
08/04/10	John Brophy	Review of claims data from website	0.60	261.00
08/05/10	John Brophy	Review of claim filing trends/data	0.80	348.00
08/09/10	Tom Florence	Review of claimant data.	5.50	3,052.50
08/13/10	Tom Florence	Review of revised data and analysis	3.70	2,053.50
08/18/10	Tom Florence	Review of preliminary statistical analysis of claims	5.80	3,219.00
08/23/10	John Brophy	Review of updated data on MLC website	0.60	261.00
08/24/10	Tom Florence	Review of preliminary analyses of element exposure profiles	4.70	2,608.50
08/24/10	Jason Wagoner	Review of supplemental response documents and data provided by GM.	2.00	520.00
08/25/10	John Brophy	Review of updated claimant data	1.10	478.50
08/26/10	Tom Florence	Review/analysis of confidentiality agreement	1.30	721.50
08/26/10	Timothy Raab	Preparation of order and discussion summary for T.Florence re: constitutional permissability of enjoining futures from new GM.	1.60	440.00
08/26/10	Tom Florence	Review of data received from MLC	2.30	1,276.50
08/31/10	Tom Florence	Review of settlement summaries	1.50	832.50
08/31/10	Timothy Raab	Discussion with J.Brophy and A. Brockman re: new data and further analysis	1.30	357.50
08/31/10	Karl Kahn	Designed GM document review process.	4.00	600.00
			<b>38.00</b>	<b>17,552.00</b>



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Washington, DC 20036

Review Case Documents and Materials			Hours	Charges
Date	Staff Member	Description		
		<b>Total Fees for Review Case Documents and Materials:</b>		<b>38.00</b> <b>17,552.00</b>
<b>Prepare/Attend Calls/Meetings</b>				
Date	Staff Member	Description	Hours	Charges
Counsel/client meetings/calls				
08/03/10	John Brophy	Call with FCR and counsel re: case status and discovery	0.60	261.00
08/03/10	John Brophy	Call with Counsel re: data requests	0.40	174.00
08/24/10	Tom Florence	Call with FCR re: case status and discovery	0.50	277.50
		<b>Total Fees for Prepare/Attend Calls/Meetings:</b>		<b>1.50</b> <b>712.50</b>
		<b>Total Fees for Review Case Documents and Materials:</b>		<b>1.50</b> <b>712.50</b>
<b>Actuarial Analysis</b>				
Date	Staff Member	Description	Hours	Charges
Compile database(s)				
08/09/10	Amy Brockman	Review sample of meso claims.	1.40	609.00
08/09/10	Amy Brockman	Finalize sample of meso claims.	1.00	435.00
08/10/10	Amy Brockman	Call with B. Brousseau re sample of meso claims	0.50	217.50
08/11/10	Amy Brockman	Review of confidentiality agreement.	0.80	348.00
08/12/10	Amy Brockman	Review of data handling agreement and UCC blackline version of data handling agreement.	1.10	478.50
08/18/10	Amy Brockman	Review and comment on latest draft of Confidentiality Agreement	0.50	217.50
08/25/10	Amy Brockman	Review of final version of Confidentiality Agreement, sign and return the agreement.	1.00	435.00
08/31/10	Amy Brockman	Review coded discovery materials received from GM re Rule 2004.	2.30	1,000.50
		<b>Total Fees for Actuarial Analysis:</b>		<b>8.60</b> <b>3,741.00</b>
		<b>Total Fees for Review Case Documents and Materials:</b>		<b>8.60</b> <b>3,741.00</b>

### Expenses (detail)

Expenses			N/C	Charges
Date	Category	Description		
<b>ARPC Inc.</b>				
06/30/10	Research/Data	June 2010 LexisNexis Charges.		440.64
07/31/10	Research/Data	July 2010 LexisNexis Charges.		416.58
		<b>Total expenses for Expenses:</b>		<b>857.22</b>
		<b>Total Fees for Review Case Documents and Materials:</b>		<b>857.22</b>



1220 19th Street, NW, Suite 700

Washington, D.C. 20036

Phone (202) 797-1111

Fax (202) 797-3619

General Motors Rate Sheet  
August 2010

Staff Member	Title	Rate	Hours	Fees
Tom Florence	President	\$555.00	25.30	\$14,041.50
Amy Brockman	Vice President	\$435.00	14.90	\$6,481.50
John Brophy	Vice President	\$435.00	5.30	\$2,305.50
Timothy Raab	Managing Director	\$275.00	2.90	\$797.50
Jason Wagoner	Director	\$260.00	22.00	\$5,720.00
Andrew Oh	Director	\$250.00	5.00	\$1,250.00
Clay Hester	Consultant	\$85.00	14.50	\$1,232.50
Karl Kahn	Consultant	\$150.00	4.00	\$600.00
Lia Melikian	Consultant	\$85.00	0.60	\$51.00
Talia Samuelson	Consultant	\$85.00	12.70	\$1,079.50
Jeffrey Shiffman	Consultant	\$85.00	8.00	\$680.00



1220 19th Street, NW, Suite 700  
Washington, DC 20036

Invoice to:
<b>Dean Trafellet</b> <b>General Motors (GM)</b> 50 W. Schiller St. Chicago, IL 60610

Invoice #	Date	Amount Due
17920	10/25/2010	<b>\$83,788.50</b>

For professional services rendered by Analysis.Research.Planning Corp. (ARPC) during the period September 2010.

Item	Description	Amount
<b>Claims Analysis</b>		
Prepare and edit database(s)		\$8,942.00
Historical data analysis		\$5,721.00
		<b>\$14,663.00</b>
<b>Review Case Documents and Materials</b>		
Document review and comment		\$64,993.00
		<b>\$64,993.00</b>
<b>Prepare/Attend Calls/Meetings</b>		
Counsel/client meetings/calls		\$652.50
		<b>\$652.50</b>
<b>Actuarial Analysis</b>		
Historical data analysis - model building		\$3,262.50
Reporting		\$217.50
		<b>\$3,480.00</b>
Total Amount Due for this Invoice:		<b>\$83,788.50</b>

Detailed fee and expense information is attached. If you have any questions regarding this invoice, please call Joy Rothwell at (202) 797-1111. Thank you.



1220 19th Street, NW, Suite 700  
Washington, DC 20036

Professional by Project

	Rate	Hours	Amount
<b>Claims Analysis</b>			
Florence, Tom	\$555.00	3.00	\$1,665.00
Oh, Andrew	\$250.00	8.00	\$2,000.00
Wagoner, Jason	\$260.00	42.30	\$10,998.00
			<b>\$14,663.00</b>
<b>Review Case Documents and Materials</b>			
Backhaus, Roland	\$85.00	75.80	\$6,443.00
Brands, Jonathan	\$85.00	49.00	\$4,165.00
Brockman, Amy	\$435.00	2.10	\$913.50
Brophy, John	\$435.00	0.50	\$217.50
Burr, Aaron	\$85.00	98.50	\$8,372.50
Case, Peter	\$85.00	6.80	\$578.00
Cirenza, Frances	\$85.00	59.00	\$5,015.00
Geraci, Ben	\$85.00	112.60	\$9,571.00
Hester, Clay	\$85.00	102.30	\$8,695.50
Kahn, Karl	\$150.00	3.00	\$450.00
Kemper, Joseph	\$85.00	4.50	\$382.50
Kreger, James	\$150.00	7.70	\$1,155.00
Puthottu, Rachna	\$85.00	68.00	\$5,780.00
Raab, Timothy	\$275.00	1.00	\$275.00
Samuelson, Talia	\$85.00	56.00	\$4,760.00
Wetherald, Sarah	\$85.00	95.20	\$8,092.00
Yates, Chalisha	\$85.00	1.50	\$127.50
			<b>\$64,993.00</b>
<b>Prepare/Attend Calls/Meetings</b>			
Brockman, Amy	\$435.00	1.50	\$652.50
			<b>\$652.50</b>
<b>Actuarial Analysis</b>			
Brockman, Amy	\$435.00	8.00	\$3,480.00
			<b>\$3,480.00</b>



1220 19th Street, NW, Suite 700  
Washington, DC 20036

### Professional Fees (detail)

Claims Analysis			Hours	Charges
Date	Staff Member	Description		
<b>Historical data analysis</b>				
09/01/10	Jason Wagoner	Further analysis of claimants in 2007 database and settlement documents.	5.50	1,430.00
09/02/10	Jason Wagoner	New claimant matching procedure using recently provided SSN data.	2.50	650.00
09/09/10	Jason Wagoner	Review of Bates White claimant sample (.50 hr) and matching of Bates White sample to database (.60 hr).	1.10	286.00
09/10/10	Jason Wagoner	Claim summaries for Bates White sample and comparison to similar summaries for all meso claims (2 hrs). Summary of possible related claims for claims in 2007 database (1 hr). Matching of new settlement document data to database and summary of results (2 hrs).	5.00	1,300.00
09/15/10	Jason Wagoner	Extracting case numbers for dismissed claims with dollar amounts and claims in 2007 data (1 hr). Match of non-matched claimants from 2007 data to 2009 data by case number (0.5 hr)	1.50	390.00
09/22/10	Tom Florence	Review of selected claimant records for document discovery	3.00	1,665.00
			<b>18.60</b>	<b>5,721.00</b>
<b>Prepare and edit database(s)</b>				
08/31/10	Andrew Oh	Data standardization formatting and specific document review of discrepancies	1.00	250.00
09/01/10	Andrew Oh	Continued with data standardization formatting and specific document review of discrepancies	1.00	250.00
09/01/10	Jason Wagoner	Futher database validation using sample settlement documents.	2.00	520.00
09/02/10	Andrew Oh	Continued with data standardization formatting and specific document review of discrepancies	0.50	125.00
09/07/10	Andrew Oh	Continued with data standardization formatting and specific document review of discrepancies	0.80	200.00
09/10/10	Andrew Oh	Continued with data standardization formatting and specific document review of discrepancies	1.40	350.00
09/13/10	Andrew Oh	Continued with data standardization formatting and specific document review of discrepancies	0.50	125.00
09/13/10	Jason Wagoner	Database validation: Using various matching techniques to match settlement document research claimant to the claims database.	7.00	1,820.00
09/14/10	Jason Wagoner	Database validation: Revisions to matching methodology (2 hrs). Additional matches including duplicate matches (1hr). Summary of results of database validation (1hr). Review of non-matches (1hr).	5.00	1,300.00
09/14/10	Andrew Oh	Continued with data standardization formatting and specific document review of discrepancies	0.50	125.00
09/15/10	Andrew Oh	Continued with data standardization formatting and specific document review of discrepancies	0.30	75.00
09/15/10	Jason Wagoner	Review of new settlement document database: standardizing data and law firm names.	1.50	390.00
09/16/10	Andrew Oh	Continued with data standardization formatting and specific document review of discrepancies	0.40	100.00
09/16/10	Jason Wagoner	Matching of new settlement document research to database (1hr). QC of matches and review of non-matches (2hrs).	3.00	780.00
09/17/10	Jason Wagoner	QC of high value settlements (1hr). Revisions to settlement document research data: adding additional claims and revising settlement amounts (2 hrs). New match of settlement document research to claims database (0.5 hrs).	3.50	910.00
09/20/10	Jason Wagoner	Database validation: Review of revised settlement document research matching results (1 hr). Review of non-matched claims (1.5 hr).	2.50	650.00



1220 19th Street, NW, Suite 700  
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Claims Analysis			Hours	Charges
Date	Staff Member	Description		
<b>Prepare and edit database(s)</b>				
09/22/10	Jason Wagoner	Review of non-matched settlement document research with a GM case number.	1.00	260.00
09/22/10	Andrew Oh	Analysis of mesothelioma depositions	0.90	225.00
09/23/10	Jason Wagoner	Review of MLC responses to data validation questions.	1.20	312.00
09/29/10	Andrew Oh	Claims database building issues/review	0.40	100.00
09/30/10	Andrew Oh	Additional claims database building issues/review	0.30	75.00
			<b>34.70</b>	<b>8,942.00</b>
		<b>Total Fees for Claims Analysis:</b>	<b>53.30</b>	<b>14,663.00</b>

Review Case Documents and Materials			Hours	Charges
Date	Staff Member	Description		
<b>Document review and comment</b>				
09/01/10	John Brophy	Review of analysis on newly posted documents and images	0.50	217.50
09/01/10	Clay Hester	Reviewed GM documents for legal settlement data.	8.20	697.00
09/01/10	Roland Backhaus	Reviewed GM documents for legal settlement data.	8.10	688.50
09/01/10	Rachna Puthottu	Reviewed GM documents for legal settlement data.	5.50	467.50
09/01/10	Sarah Wetherald	Set-up and managed legal settlement document review project by establishing guidelines for completion and fielding staff questions.	6.90	586.50
09/01/10	Frances Cirenza	Reviewed GM documents for legal settlement data.	9.50	807.50
09/01/10	Karl Kahn	Manage document review process for the complaint data we have received in connection to GM	2.00	300.00
09/02/10	Ben Geraci	Reviewed GM documents for legal settlement data.	6.00	510.00
09/02/10	Roland Backhaus	Continued review of GM documents for legal settlement data.	8.00	680.00
09/02/10	Sarah Wetherald	Managed legal settlement document review project by establishing guidelines for completion and fielding questions.	8.70	739.50
09/02/10	Aaron Burr	Reviewed GM documents for legal settlement data	6.50	552.50
09/02/10	Clay Hester	Continued review of GM documents for legal settlement data.	8.00	680.00
09/02/10	Frances Cirenza	Continued review of GM documents for legal settlement data.	5.50	467.50
09/02/10	Jonathan Brands	Review of GM documents for legal settlement data.	5.50	467.50
09/02/10	Rachna Puthottu	Continued review of GM documents for legal settlement data.	9.00	765.00
09/02/10	Talia Samuelson	Reviewed GM documents for legal settlement data.	6.50	552.50
09/03/10	Jonathan Brands	Continued review of GM documents for legal settlement data.	6.00	510.00
09/03/10	Talia Samuelson	Continued review of GM documents for legal settlement data.	3.50	297.50
09/03/10	Sarah Wetherald	Continued to manage legal settlement document review project by establishing guidelines for completion and fielding staff questions.	4.00	340.00
09/03/10	Rachna Puthottu	Continue to review GM documents for legal settlement data.	2.00	170.00
09/03/10	Roland Backhaus	Continued review of GM documents for legal settlement data.	8.00	680.00
09/03/10	Ben Geraci	Continue review of GM documents for legal settlement data.	9.00	765.00
09/03/10	Aaron Burr	Continue review of GM documents for legal settlement data	8.00	680.00
09/04/10	Rachna Puthottu	Continue to review GM documents for legal settlement data.	5.50	467.50
09/05/10	Rachna Puthottu	Continue to review GM documents for legal settlement data.	5.50	467.50
09/05/10	Frances Cirenza	Continue to review GM documents for legal settlement data.	4.00	340.00
09/06/10	Rachna Puthottu	Continued review of GM documents for legal settlement data.	10.50	892.50



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Review Case Documents and Materials				
Date	Staff Member	Description	Hours	Charges
<b>Document review and comment</b>				
09/07/10	Karl Kahn	Continued to manage document review process for the complaint data we have received in connection to GM	1.00	150.00
09/07/10	Ben Geraci	Continue to review GM documents for legal settlement data.	9.00	765.00
09/07/10	Sarah Wetherald	Researched GM documents for legal settlement data.	2.50	212.50
09/07/10	Aaron Burr	Continue to review GM documents for legal settlement data.	8.00	680.00
09/07/10	Talia Samuelson	Continued to review GM Documents for legal settlement data.	9.50	807.50
09/07/10	Clay Hester	Continued to review GM documents for legal settlement data.	10.20	867.00
09/07/10	Roland Backhaus	Continued to review GM documents for legal settlement data.	8.00	680.00
09/07/10	Timothy Raab	Brief review of document review project.	0.50	137.50
09/07/10	Jonathan Brands	Continue to review GM documents for legal settlement data.	8.00	680.00
09/07/10	Frances Cirenza	Continue to review GM documents for legal settlement data.	4.50	382.50
09/08/10	Jonathan Brands	Further review of GM documents for legal settlement data.	8.00	680.00
09/08/10	Rachna Puthottu	Further review of GM documents for legal settlement data.	10.00	850.00
09/08/10	Aaron Burr	Further review of GM documents for legal settlement data.	8.00	680.00
09/08/10	Frances Cirenza	Further review of GM documents for legal settlement data.	8.00	680.00
09/08/10	Ben Geraci	Further review of GM documents for legal settlement data.	8.00	680.00
09/08/10	Sarah Wetherald	Continued to research GM documents for legal settlement data (3.0 hrs); researched novel documents (2.10 hrs); compiled a project progress report (2.0 hrs).	7.10	603.50
09/08/10	Talia Samuelson	Further review of GM Documents for legal settlement data.	9.50	807.50
09/08/10	Roland Backhaus	Continued review of GM documents for legal settlement data.	9.20	782.00
09/08/10	Clay Hester	Further review of GM documents for legal settlement data.	9.00	765.00
09/09/10	Clay Hester	Continue to review GM documents for legal settlement data.	9.00	765.00
09/09/10	Frances Cirenza	Continued reviewing GM documents for legal settlement data.	9.00	765.00
09/09/10	Rachna Puthottu	Continue to review GM documents for legal settlement data.	9.50	807.50
09/09/10	Talia Samuelson	Continue to review GM Documents for legal settlement data.	9.00	765.00
09/09/10	Aaron Burr	Continued reviewing GM documents for legal settlement data.	8.00	680.00
09/09/10	Amy Brockman	Review and analysis of sample of claims submitted by UCC.	2.10	913.50
09/09/10	Jonathan Brands	Further review of GM documents for legal settlement data.	8.50	722.50
09/09/10	Sarah Wetherald	Continue to research GM documents for legal settlement data (6.20 hrs); standardized data collected from documents (5.60 hrs).	11.80	1,003.00
09/09/10	Ben Geraci	Continued reviewing GM documents for legal settlement data.	8.00	680.00
09/09/10	Roland Backhaus	Continued review of GM documents for legal settlement data.	7.80	663.00
09/10/10	Sarah Wetherald	Continued to research GM documents for legal settlement data (4.0 hrs); continued to standardize data collected from documents (2.0 hrs).	6.00	510.00
09/10/10	Talia Samuelson	Continue to review GM Documents for legal settlement data.	8.00	680.00
09/10/10	Jonathan Brands	Continue to review GM documents for legal settlement data.	2.00	170.00
09/10/10	Clay Hester	Continue to review GM documents for legal settlement data.	9.00	765.00
09/10/10	Roland Backhaus	Continued review of GM documents for legal settlement data.	8.80	748.00
09/10/10	Aaron Burr	Continue to review GM documents for legal settlement data.	8.00	680.00
09/10/10	Ben Geraci	Further reviewed GM documents for legal settlement data.	8.00	680.00
09/10/10	Rachna Puthottu	Continued review of GM documents for legal settlement data.	7.50	637.50



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Review Case Documents and Materials				
Date	Staff Member	Description	Hours	Charges
<b>Document review and comment</b>				
09/11/10	Sarah Wetherald	Standardized data in GM document review file.	5.50	467.50
09/12/10	Clay Hester	Continue to review GM Documents for legal settlement data.	3.00	255.00
09/12/10	Talia Samuelson	Continue to review GM documents for legal settlement data.	3.50	297.50
09/12/10	Sarah Wetherald	Continued to standardize data in GM document review file.	1.00	85.00
09/12/10	Rachna Puthottu	Continue to review GM documents for legal settlement data.	3.00	255.00
09/13/10	Aaron Burr	Reviewed additional GM documents for legal settlement data.	8.00	680.00
09/13/10	Ben Geraci	Reviewed additional GM documents for legal settlement data.	11.00	935.00
09/13/10	Talia Samuelson	Reviewed more GM documents for legal settlement data.	6.50	552.50
09/13/10	James Kreger	GM Deposition Review.	0.80	120.00
09/13/10	Roland Backhaus	Continued to review GM documents for legal settlement data.	3.70	314.50
09/13/10	Jonathan Brands	Reviewed additional GM documents for legal settlement data.	7.00	595.00
09/13/10	Frances Cirenza	Reviewed additional GM documents for legal settlement data.	11.00	935.00
09/13/10	Clay Hester	Further review of GM Documents for legal settlement data.	7.00	595.00
09/13/10	Sarah Wetherald	Standardized additional data in GM document review file (7.30 hrs); Reviewed documents for primary plaintiff settlement data (4.20 hrs).	11.50	977.50
09/14/10	Frances Cirenza	Reviewed more GM documents for legal settlement data.	2.50	212.50
09/14/10	Ben Geraci	Reviewed more GM documents for legal settlement data.	2.50	212.50
09/14/10	Sarah Wetherald	Standardized additional data in GM document review file (6.50 hrs); Continued to review documents for primary plaintiff settlement data (3.50 hrs).	10.00	850.00
09/15/10	James Kreger	GM Deposition Review.	1.80	270.00
09/15/10	Ben Geraci	Continued to review GM documents for legal settlement data.	4.00	340.00
09/15/10	Sarah Wetherald	Continued to standardize data in GM document review file (5.50 hrs); Continued to review documents for primary plaintiff settlement data (2.0 hrs).	7.50	637.50
09/16/10	James Kreger	More GM deposition review.	3.00	450.00
09/16/10	Sarah Wetherald	Additional review of GM documents for legal settlement data.	4.00	340.00
09/16/10	Ben Geraci	Reviewed depositions for important data.	6.80	578.00
09/17/10	Ben Geraci	Continued reviewing depositions for important data.	7.00	595.00
09/17/10	Sarah Wetherald	More review of GM documents for legal settlement data.	4.40	374.00
09/18/10	Aaron Burr	Reviewed additional GM documents for legal settlement data.	10.00	850.00
09/19/10	Aaron Burr	Continued reviewing GM documents for legal settlement data.	10.00	850.00
09/20/10	James Kreger	Continued to review GM depositions.	0.80	120.00
09/20/10	Ben Geraci	Reviewed more deposition documents.	3.50	297.50
09/24/10	Ben Geraci	More review of deposition documents.	5.50	467.50
09/24/10	Clay Hester	Reviewed deposition documents for H.Kreger.	4.00	340.00
09/24/10	James Kreger	Reviewed GM depositions and complaints.	0.30	45.00
09/24/10	Sarah Wetherald	Reviewed GM complaint and deposition documents.	3.60	306.00
09/27/10	Ben Geraci	Reviewed case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	8.00	680.00
09/27/10	James Kreger	Reviewed General Motors Mesothelioma claimant depositions.	0.80	120.00
09/27/10	Clay Hester	Reviewed case specific mesothelioma interrogatory responses and	8.50	722.50



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Review Case Documents and Materials				
Date	Staff Member	Description	Hours	Charges
<b>Document review and comment</b>				
		deposition transcripts for GM sites and products.		
09/28/10	Clay Hester	Continued to review case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	9.20	782.00
09/28/10	Roland Backhaus	Reviewed case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	6.00	510.00
09/28/10	Aaron Burr	Reviewed case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	8.00	680.00
09/28/10	Timothy Raab	Review of latest subsidiary list for A.Brockman.	0.50	137.50
09/29/10	Aaron Burr	Continued to review case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	8.00	680.00
09/29/10	Clay Hester	Continued to review case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	8.00	680.00
09/29/10	Ben Geraci	Continued to review case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	8.00	680.00
09/30/10	Joseph Kemper	Reviewed case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	4.50	382.50
09/30/10	Clay Hester	Continued to review case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	9.20	782.00
09/30/10	Ben Geraci	Continued to review case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	8.30	705.50
09/30/10	Chalisha Yates	Reviewed case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	1.50	127.50
09/30/10	Peter Case	Reviewed case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	6.80	578.00
09/30/10	Roland Backhaus	Continued to review case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	8.20	697.00
09/30/10	Sarah Wetherald	Reviewed case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	0.70	59.50
09/30/10	Frances Cirenza	Reviewed case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	5.00	425.00
09/30/10	Jonathan Brands	Reviewed case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	4.00	340.00
09/30/10	James Kreger	Continued to review GM Mesothelioma claimant complaints and depositions.	0.20	30.00
09/30/10	Aaron Burr	Continued to review case specific mesothelioma interrogatory responses and deposition transcripts for GM sites and products.	8.00	680.00
			<b>743.50</b>	<b>64,993.00</b>
<b>Total Fees for Review Case Documents and Materials:</b>				<b>743.50</b>
				<b>64,993.00</b>

Prepare/Attend Calls/Meetings				
Date	Staff Member	Description	Hours	Charges
<b>Counsel/client meetings/calls</b>				
09/08/10	Amy Brockman	Call with counsel to discuss next steps of data analysis.	0.50	217.50
09/08/10	Amy Brockman	Call with D. Trafelet and S. Esserman to discuss current status of data analysis .	0.50	217.50
09/12/10	Amy Brockman	Call with D. Trafelet and counsel regarding locomotive claims.	0.50	217.50
			<b>1.50</b>	<b>652.50</b>
<b>Total Fees for Prepare/Attend Calls/Meetings:</b>				<b>1.50</b>
				<b>652.50</b>



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Actuarial Analysis				Hours	Charges
Date	Staff Member	Description			
<b>Historical data analysis - model building</b>					
09/12/10	Amy Brockman	Update ARPC sample of claims for discovery request.		1.60	696.00
09/12/10	Amy Brockman	Draft additional questions for GM regarding historical data received.		1.20	522.00
09/14/10	Amy Brockman	Review and create lists of locomotive claims.		2.80	1,218.00
09/15/10	Amy Brockman	Respond to GM's request of adding case numbers to lists of claims we sent to GM for clarification.		0.50	217.50
09/23/10	Amy Brockman	Review results of coding of first 8 depositions received from GM re UCC claims sample.		1.40	609.00
				<b>7.50</b>	<b>3,262.50</b>
<b>Reporting</b>					
09/07/10	Amy Brockman	Draft status memo of current issues related to data analysis for counsel.		0.50	217.50
				<b>0.50</b>	<b>217.50</b>
<b>Total Fees for Actuarial Analysis:</b>				<b>8.00</b>	<b>3,480.00</b>



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Washington, D.C. 20036  
Phone (202) 797-1111  
Fax (202) 797-3619

## General Motors Rate Sheet September 2010

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<u>Staff Member</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
Tom Florence	President	\$555.00	3	\$1,665.00
John Brophy	Vice President	\$435.00	0.5	\$217.50
Amy Brockman	Vice President	\$435.00	11.6	\$5,046.00
Timothy Raab	Managing Director	\$275.00	1	\$275.00
Jason Wagoner	Director	\$260.00	42.3	\$10,998.00
Andrew Oh	Director	\$250.00	8	\$2,000.00
Karl Kahn	Consultant	\$150.00	3	\$450.00
James Kreger	Consultant	\$150.00	7.7	\$1,155.00
Roland Backhaus	Consultant	\$85.00	75.8	\$6,443.00
Aaron Burr	Consultant	\$85.00	98.5	\$8,372.50
Ben Geraci	Consultant	\$85.00	112.6	\$9,571.00
Chalisha Yates	Consultant	\$85.00	1.5	\$127.50
Clay Hester	Consultant	\$85.00	102.3	\$8,695.50
Frances Cirenza	Consultant	\$85.00	59	\$5,015.00
Jonathan Brands	Consultant	\$85.00	49	\$4,165.00
Joseph Kemper	Consultant	\$85.00	4.5	\$382.50
Peter Case	Consultant	\$85.00	6.8	\$578.00
Rachna Puthottu	Consultant	\$85.00	68	\$5,780.00
Sarah Wetherald	Consultant	\$85.00	95.2	\$8,092.00
Talia Samuelson	Consultant	\$85.00	56	\$4,760.00

## **EXHIBIT H**

STUTZMAN, BROMBERG,  
ESSERMAN & PLIFKA  
A PROFESSIONAL CORPORATION  
Sander L. Esserman (Admitted *Pro Hac Vice*)  
Robert T. Rousseau (Admitted *Pro Hac Vice*)  
Peter C. D'Apice  
Jo E. Hartwick (Admitted *Pro Hac Vice*)  
2323 Bryan Street, Suite 2200  
Dallas, Texas 75201  
Telephone: 214-969-4900  
Facsimile: 214-969-4999

Counsel for Dean M. Trafel in his  
Capacity as Legal Representative for Future Asbestos  
Personal Injury Claimants

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	-X
	)
In re	) Chapter 11
	)
MOTORS LIQUIDATION COMPANY, <i>et al.</i>	) Case No. 09-50026 (REG)
	)
f/k/a General Motors Corp., <i>et al.</i>	)
	)
Debtors.	) (Jointly Administered)
	X

**CERTIFICATION OF B. THOMAS FLORENCE  
IN SUPPORT OF SECOND INTERIM APPLICATION OF ANALYSIS RESEARCH  
PLANNING CORPORATION AS ASBESTOS CLAIMS VALUATION CONSULTANT  
TO DEAN M. TRAFEL IN HIS CAPACITY AS LEGAL REPRESENTATIVE FOR  
FUTURE ASBESTOS PERSONAL INJURY CLAIMANTS FOR ALLOWANCE OF  
INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED  
FOR THE PERIOD JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010**

I, B. Thomas Florence, certify as follows:

1. I am the President and a Principal of the firm of Analysis Research Planning Corporation ("ARPC") and I am authorized to make this Certification on behalf of ARPC. I am over the age of 18 years, and am competent and otherwise qualified to make this Certification.

Unless otherwise stated in this Certification, I have personal knowledge of the facts set forth herein.

2. I submit this Certification in support of the *Second Interim Application of Analysis Research Planning Corporation as Asbestos Claims Valuation Consultant to Dean M. Trafelet in his Capacity as Legal Representative for Future Asbestos Personal Injury Claimants for Allowance of Interim Compensation and Reimbursement of Expenses Incurred for the Period from June 1, 2010 through September 30, 2010* (the “**Application**”) and in accordance with the Local Guidelines.<sup>1</sup>

3. I have read the Application.

4. To the best of my knowledge, information and belief formed upon the basis of my participation in this case, as well as after reasonable inquiry, the Application complies with the Local Guidelines.

5. The Future Claimants’ Representative has been provided with a copy of the Application, and has approved the fees and disbursements requested therein.

6. To the best of my knowledge, information and belief formed upon the basis of my participation in this case, as well as after reasonable inquiry, the facts set forth in the Application are true and correct and the fees and disbursements sought in the Application fall within the Local Guidelines and the U.S. Trustee Guidelines, except as specifically noted herein.

7. Except to the extent that fees or disbursements are prohibited by the Local Guidelines or the U.S. Trustee Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by ARPC and generally accepted by ARPC’s clients.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Application.

8. To the best of my knowledge, information and belief, with respect to the disbursements for which reimbursement is sought, ARPC does not make a profit on such disbursements, whether the service is performed in-house or by a third party.

9. In accordance with the Interim Compensation Order, the Debtor, counsel for the Debtor, the United States Trustee for the Southern District of New York, and counsel for the Creditors' Committee have each been provided with a statement of fees and disbursements accruing during each month for which compensation is sought in the Application on or about the 30th day of each month following the end of the month for which compensation was sought. Counsel for the Fee Examiner and counsel for the Asbestos Committee were also provided with copies of ARPC's monthly fee statements.

10. In accordance with the Interim Compensation Order and the Local Guidelines, the Debtor, counsel for the Debtor, the United States Trustee for the Southern District of New York, and counsel to the Creditors' Committee will each be provided with a copy of the Application simultaneously with the filing thereof. Counsel for the Fee Examiner and counsel for the Asbestos Committee will also be provided with a copy of the Application simultaneously with the filing thereof.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 15th day of November 2010, in Washington, D.C.

/s/ B. Thomas Florence  
B. Thomas Florence